

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT**

**UNDER
THE SECURITIES ACT OF 1933**

Allogene Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction of
Incorporation or Organization)**

**2836
(Primary Standard Industrial
Classification Code Number)**

**82-3562771
(I.R.S. Employer
Identification Number)**

**210 East Grand Avenue
South San Francisco, California 94080
(650) 457-2700**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**David Chang, M.D., Ph.D.
President and Chief Executive Officer
Allogene Therapeutics, Inc.
210 East Grand Avenue
South San Francisco, California 94080
(650) 457-2700**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Charles J. Bair, Esq.
Charles S. Kim, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000**

**Brian J. Cuneo, Esq.
B. Shayne Kennedy, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-227333)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided in Section 7(a)(2)(B) of the Securities Act.

The Registration Statement shall become effective upon filing in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post Effective Amendment No. 1 (“Amendment No. 1”) to the Registration Statement on Form S-1 (“Registration Statement”) is being filed solely for the purpose of refiling Exhibit 5.1 with modifications. This Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and financial statement schedules.

(a) Exhibits.

EXHIBIT INDEX

<u>Exhibit number</u>	<u>Description of document</u>
5.1	Opinion of Cooley LLP.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1#	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-227333), as amended, filed with the Commission on September 14, 2018 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on the 15th day of October, 2018.

ALLOGENE THERAPEUTICS, INC.

By: /s/ David Chang, M.D., Ph.D.
David Chang, M.D., Ph.D.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ David Chang, M.D., Ph.D.</u> David Chang, M.D., Ph.D.	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	October 15, 2018
<u> /s/ Eric Schmidt, Ph.D.</u> Eric Schmidt, Ph.D.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	October 15, 2018
<u> *</u> Arie Beldegrun, M.D., FACS	Executive Chairman of the Board of Directors	October 15, 2018
<u> *</u> David Bonderman	Member of the Board of Directors	October 15, 2018
<u> *</u> Franz Humer, Ph.D.	Member of the Board of Directors	October 15, 2018
<u> *</u> John DeYoung	Member of the Board of Directors	October 15, 2018
<u> *</u> Joshua Kazam	Member of the Board of Directors	October 15, 2018
<u> *</u> Owen Witte, M.D.	Member of the Board of Directors	October 15, 2018
<u> *</u> Todd Sisitsky	Member of the Board of Directors	October 15, 2018
<u> /s/ Deborah Messemer</u> Deborah Messemer	Member of the Board of Directors	October 15, 2018

*By: /s/ David Chang, M.D., Ph.D.
David Chang, M.D., Ph.D.
Attorney-in-fact



Charles J. Bair
+1 858 550 6142
cbair@cooley.com

October 15, 2018

Allogene Therapeutics, Inc.
210 East Grand Avenue
South San Francisco, CA 94080

Ladies and Gentlemen:

You have requested our opinion, as counsel to Allogene Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement (No. 333-227333) on Form S-1 (the "**Initial Registration Statement**") with the Securities and Exchange Commission (the "**Commission**"), including the prospectus which forms a part of the Initial Registration Statement (the "**Prospectus**"), and a Registration Statement on Form S-1 (No. 333-227774) filed with the Commission pursuant to Rule 462(b) of Regulation C promulgated under the Act (together with the Initial Registration Statement, the "**Registration Statements**") relating to an underwritten public offering of up to 20,700,000 shares of the Company's common stock, par value \$0.001 (the "**Shares**"). All of the Shares are to be sold by the Company as described in the Registration Statements and the Prospectus.

In connection with this opinion, we have examined and relied upon the Registration Statements and the Prospectus, the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies and the due execution and delivery of all documents (other than by the Company) where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Registration Statements.

Sincerely,

Cooley LLP

By: /s/ Charles J. Bair
Charles J. Bair

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121
t: (858) 550-6000 f: (858) 550-6420 cooley.com