

Altus Pharmaceuticals Inc.  
Form S-1MEF  
January 25, 2006

As filed with the Securities and Exchange Commission on January 25, 2006

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ALTUS PHARMACEUTICALS 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)*

**04-3573277**

*(IRS Employer  
Identification No.)*

**125 Sidney Street  
Cambridge, MA 02139  
(617) 299-2900**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Sheldon Berkle  
President and Chief Executive Officer  
Altus Pharmaceuticals Inc.  
125 Sidney Street  
Cambridge, MA 02139  
(617) 299-2900**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

*With copies to:*

**Jonathan L. Kravetz, Esq.  
Megan N. Gates, Esq.  
Scott A. Samuels, Esq.  
Mintz, Levin, Cohn, Ferris,  
Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111  
(617) 542-6000**

**Richard D. Forrest, Esq.  
Altus Pharmaceuticals Inc.  
125 Sidney Street  
Cambridge, MA 02139  
(617) 299-2900**

**David E. Redlick, Esq.  
Peter N. Handrinos, Esq.  
Wilmer Cutler Pickering  
Hale and Dorr LLP  
60 State Street  
Boston, MA 02109  
(617) 526-6000**

**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, 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. x **333-129037**

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 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 registration statement for the same offering. " \_\_\_\_\_

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount to be</b>	<b>Proposed maximum Offering price per</b>	<b>Proposed maximum Aggregate Offering</b>	<b>Amount of Registration</b>
<b>Securities to be Registered</b>	<b>Registered (1)</b>	<b>share</b>	<b>Price</b>	<b>Fee(2)</b>
Common Stock, \$0.01 par value.	1,150,000	\$15.00	\$17,250,000	\$1,846

(1) Includes 150,000 shares that may be purchased by the underwriters to cover over-allotments, if any.

(2) Calculated in accordance with Rule 457(a) of the Securities Act of 1933, as amended.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$.01 per share, of Altus Pharmaceuticals Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature pages, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent and accountant's consent. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-129037), initially filed by the Registrant on October 17, 2005 and declared effective by the Securities and Exchange Commission on January 25, 2006. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock by 1,150,000 shares, including 150,000 shares of common stock that may be purchased by the underwriters to cover over-allotments, if any. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1, as amended (File No. 333-129037), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (Registration No. 333-129037) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith:

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., counsel to the Registrant, with respect to the legality of the securities being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the Registration Statement on Form S-1 of the Registrant, File No. 333-129037).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on January 25, 2006.

ALTUS PHARMACEUTICALS INC.

By: /s/ Sheldon Berkle  
 Sheldon Berkle  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Sheldon Berkle	President, Chief Executive Officer and Director (principal executive officer)	January 25, 2006
Sheldon Berkle /s/ Jonathan I. Lieber	Vice President and Chief Financial Officer (principal financial and accounting officer)	January 25, 2006
Jonathan I. Lieber *	Chairman of the Board	January 25, 2006
John P. Richard *	Director	January 25, 2006
Richard H. Aldrich *	Director	January 25, 2006
Lynne H. Brum *	Director	January 25, 2006
Stewart Hen *	Director	January 25, 2006
Peter L. Lanciano *	Director	January 25, 2006
Jonathan S. Leff *	Director	January 25, 2006
Manuel A. Navia, Ph.D. *	Director	January 25, 2006
Jonathan D. Root, M.D. *	Director	January 25, 2006
Michael S. Wyzga		

\* Signed by Jonathan I. Lieber pursuant to power of attorney.

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**EXHIBIT INDEX**

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