

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 4
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GREENWICH LIFESCIENCES, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

2834

(Primary Standard Industrial
Classification Code Number)

20-5473709

(I.R.S. Employer
Identification Number)

**3992 Bluebonnet Dr, Building 14
Stafford, TX 77477
(832) 819-3232**

(Address and telephone number of registrant's principal executive offices)

**Snehal Patel
Chief Executive Officer
Greenwich LifeSciences, Inc.
3992 Bluebonnet Dr, Building 14
Stafford, TX 77477
(832) 819-3232**

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

Copies to:

**Jeffrey J. Fessler, Esq.
Nazia J. Khan, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
Tel.: (212) 653-8700**

**Gregory Sichenzia, Esq.
Darrin Ocasio, Esq.
Sichenzia Ross Ference LLP
1185 Avenue of the Americas, 37th Floor
New York, NY 10036
Tel.: (212) 930-9700**

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

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, please 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.

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 elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Greenwich LifeSciences, Inc. is filing this Amendment No. 4 (this "Amendment") to its Registration Statement on Form S-1 (Registration Statement No. 333-238829) (the "Registration Statement") to re-file Exhibit 5.1. Accordingly, this Amendment consists only of the facing page, this explanatory note, Part II, Item 16, Exhibit 5.1 and the signature page. The remainder of the Registration Statement is unchanged and therefore has not been included in this Amendment.

PART II — INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 1.1** | Form of Underwriting Agreement |
| 3.1** | Amended and Restated Certificate of Incorporation, currently in effect |
| 3.2** | Amendment to Amended and Restated Certificate of Incorporation dated March 2, 2018 |
| 3.3** | Amendment to Amended and Restated Certificate of Incorporation dated September 9, 2019 |
| 3.4** | Form of Second Amended and Restated Certificate of Incorporation, to be effective immediately prior to the closing of this offering |
| 3.5** | Amended and Restated Bylaws, currently in effect |
| 3.6** | Form of Second Amended and Restated Bylaws, to be effective immediately prior to the closing of this offering |
| 3.7** | Amendment to Amended and Restated Certificate of Incorporation dated June 22, 2020 |
| 4.1** | Specimen Stock Certificate evidencing the shares of common stock |
| 4.2** | Form of Underwriter Warrant |
| 5.1* | Opinion of Sheppard, Mullin, Richter & Hampton LLP |
| 10.1+** | 2019 Equity Incentive Plan |
| 10.2+** | Form of Indemnification Agreement with directors and executive officers |
| 10.3** | Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company |
| 10.4** | First Amendment to Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company |
| 10.5** | Second Amendment to Exclusive License Agreement between The Henry M. Jackson Foundation for the Advancement of Military Medicine, Inc. and the Company |
| 10.6** | American Arbitration Association Award of Arbitrators |
| 10.7+** | Form of Employment Agreement between the Company and Snehal Patel, to be effective on the closing of the offering contemplated by this registration statement |
| 10.8** | Registration Rights Agreement |
| 23.1** | Consent of MaloneBailey, LLP, independent registered public accounting firm |
| 23.2* | Consent of Sheppard, Mullin, Richter & Hampton, LLP (included in Exhibit 5.1) |
| 24.1** | Power of Attorney |

* Filed herewith.

** Previously filed.

+ Indicates a management contract or any compensatory plan, contract or arrangement.

Financial Statement Schedules

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Amendment No. 4 to Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Stafford, State of Texas, on the 10th day of September, 2020.

GREENWICH LIFESCIENCES, INC.

By: /s/ Snehal Patel
Snehal Patel
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated below.

| Signature | Title | Date |
|---|---|--------------------|
| <u>/s/ Snehal Patel</u> Snehal Patel | Chief Executive Officer and Director <i>(Principal Executive Officer and Principal Accounting and Financial Officer)</i> | September 10, 2020 |
| <u>*</u> F. Joseph Daugherty | Chief Medical Officer and Director | September 10, 2020 |
| <u>*</u> David McWilliams | Director | September 10, 2020 |
| <u>*</u> Eric Rothe | Director | September 10, 2020 |
| <u>*</u> Kenneth Hallock | Director | September 10, 2020 |

* By: /s/ Snehal Patel
Snehal Patel,
Attorney-In-Fact



Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, New York 10112-0015
212.653.8700 main
212.653.8701 fax
www.sheppardmullin.com

September 10, 2020

VIA ELECTRONIC MAIL

Greenwich LifeSciences, Inc.
3992 Bluebonnet Dr, Building 14
Stafford, TX 77477

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel to Greenwich LifeSciences, Inc. (the "Company") in connection with its registration statement on Form S-1 (File No. 333-238829), as amended (the "Registration, Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to (i) the proposed public offering of 1,450,000 shares (the "Shares") of common stock of the Company, par value \$0.001 per share (the "Common Stock"), including Shares issuable upon exercise of an option granted by the Company, (ii) the resale of 1,685,394 shares (the "Resale Shares") of the Company's Common Stock held by certain selling stockholders named therein and (iii) warrants to be issued by the Company to the underwriters of the Company named in the Registration Statement to purchase up to 8% of the number of shares of Common Stock sold in the offering (excluding shares of Common Stock sold to cover over-allotments, if any) (the "Underwriters' Warrants") upon the closing of the public offering pursuant to which the Registration Statement relate. The Shares will be sold by the Company pursuant to an underwriting agreement to be entered into by and between the Company and Aegis Capital Corp. as the representative of the several underwriters to be named therein (the "Agreement"). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K in connection with the Registration Statement.

In connection with this opinion, we have reviewed and relied upon the following:

- the Registration Statement and the related prospectus included therein;
- the form of Agreement;
- the form of the Underwriters' Warrants;
- The Amended and Restated Certificate of Incorporation of the Company, as amended and in effect on the date hereof;
- The Amended and Restated Bylaws of the Company in effect on the date hereof;
- the resolutions of the Board of Directors of the Company authorizing/ratifying the execution and delivery of the Agreement, the issuance and sale of the Shares, the issuance of the Underwriters' Warrants, the issuance of the Resale Shares, the preparation and filing of the Registration Statement, and other actions with regard thereto; and
- such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion.

In our examination, we have assumed the genuineness of all signatures, including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopy, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based upon, subject to and limited by the foregoing, we are of the opinion that:

1. Following (i) execution and delivery by the Company of the Agreement, (ii) effectiveness of the Registration Statement, (iii) issuance of the Shares pursuant to the terms of the Agreement, and (iv) receipt by the Company of the consideration for the Shares specified in the resolutions, the Shares will be duly authorized for issuance and, when issued, delivered and paid for in accordance with the terms of the Agreement, will be validly issued, fully paid and non-assessable.
2. The Resale Shares have been duly authorized by all requisite corporate action on the part of the Company under the General Corporation Law of the State of Delaware (the "DGCL") and are validly issued, fully paid and non-assessable.
3. The Underwriters' Warrants have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and the laws of the State of New York and, provided that the Underwriters' Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, the Underwriters' Warrants, when issued and sold as contemplated in the Registration Statement will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws relating to or affecting creditors' rights generally and by general equitable principles (regardless of whether such enforceability is considered in a proceeding at law or in equity).
4. The shares of Common Stock issuable upon exercise of the Underwriters' Warrants (the "Warrant Shares" and together with the Underwriters' Warrants, the Shares and the Resale Shares, the "Securities") have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and the laws of the State of New York and, when the Warrant Shares are delivered to and paid for in accordance with the terms of the Underwriters' Warrants and when evidence of the issuance thereof is duly recorded in the Company's books and records, the Warrant Shares will be validly issued, fully paid and non-assessable.

We also hereby consent to the reference to our firm under the caption "Legal Matters" in the prospectus which forms part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Commission promulgated thereunder or Item 509 of Regulation S-K.

We express no opinion as to matters governed by any laws other than the DGCL and the laws of the State of New York. No opinion is expressed herein with respect to the qualification of the Securities under the securities or blue sky laws of any state or any foreign jurisdiction.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Securities, or any other agreements or transactions that may be related thereto or contemplated thereby. We are expressing no opinion as to any obligations that parties other than the Company may have under or in respect of the Securities or as to the effect that their performance of such obligations may have upon any of the matters referred to above. No opinion may be implied or inferred beyond the opinion expressly stated above.

Very truly yours,

/s/ Sheppard, Mullin, Richter & Hampton LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP
