

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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Sientra, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5551000
(I.R.S. Employer
Identification Number)

420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500

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

Jeffrey Nugent
Chief Executive Officer
Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500

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

With a copy to:

Patrick F. Williams
Chief Financial Officer and Treasurer
Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117
(805) 562-3500

Michael S. Kagnoff, Esq.
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, CA 92121
Tel: (858) 677-1400
Fax: (858) 677-1401

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. 333-222453

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Proposed maximum aggregate offering price (1) | Amount of registration fee (2) |
|--|---|--------------------------------|
| Common Stock, par value \$0.01 per share | \$15,000,006.50 | \$1,867.50 |

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$150,000,000 on a Registration Statement on Form S-3 (File No. 333-222453), which was filed by the registrant on January 8, 2018 and declared effective on February 2, 2018 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional number of securities having a proposed maximum aggregate offering price of \$15,000,006.50 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such registration statements.
- (2) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common stock of the Registrant contemplated by the shelf registration statement on Form S-3 (File No. 333-222453) originally filed with the Commission by the Registrant on January 8, 2018, as amended (the “Prior Registration Statement”), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto are hereby incorporated by reference.

The required exhibits, opinion, and consents are listed on the Exhibit Index attached hereto and filed herewith.

Exhibit Index

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 5.1 | Opinion of DLA Piper LLP (US) |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of SingerLewak LLP |
| 23.3 | Consent of DLA Piper LLP (US) (included in Exhibit 5.1) |
| 24.1* | Power of Attorney |

* Previously filed with the Registrant's Registration Statement on Form S-3, as amended, originally filed with the Commission on January 8, 2018 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Santa Barbara, State of California, on May 3, 2018.

SIENTRA, INC.

By: /s/ Jeffrey Nugent
Jeffrey Nugent
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Jeffrey Nugent </u> Jeffrey Nugent | Chairman and Chief Executive Officer (Principal Executive Officer) | May 3, 2018 |
| <u> /s/ Patrick F. Williams </u> Patrick F. Williams | Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | May 3, 2018 |
| <u> * </u> Nicholas Simon | Lead Independent Director | May 3, 2018 |
| <u> * </u> Timothy Haines | Director | May 3, 2018 |
| <u> * </u> R. Scott Greer | Director | May 3, 2018 |
| <u> * </u> Kevin C. O'Boyle | Director | May 3, 2018 |
| <u> * </u> Philippe A. Schaison | Director | May 3, 2018 |
| <u> * </u> Keith Sullivan | Director | May 3, 2018 |
| <u> */s/ Patrick F. Williams </u> Patrick F. Williams <i>Attorney-in-fact</i> | | |

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133
www.dlapiper.com

T 858.677.1400
F 858.677.1401

May 3, 2018

Sientra, Inc.
420 South Fairview Avenue, Suite 200
Santa Barbara, CA 93117

Ladies and Gentlemen:

We have acted as counsel to Sientra, Inc., a Delaware corporation (the “**Company**”), in connection with the filing of the Registration Statement on Form S-3 filed on May 3, 2018 pursuant to Rule 462(b) under the Shares Act of 1933, as amended (the “**Rule 462(b) Registration Statement**”). The Rule 462(b) Registration Statement incorporates by reference the contents of the Registration Statement on Form S-3 (File No. 333-222453) originally filed by the Company with the Commission on January 8, 2018 (the “**Registration Statement**”), and declared effective on February 2, 2018, including a base prospectus (the “**Base Prospectus**”), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a “**Prospectus**”), under the Shares Act of 1933, as amended (the “**Securities Act**”). The Rule 462(b) Registration Statement covers an underwritten public offering of up to \$15,000,006.50 of the Company’s securities, including shares (the “**Shares**”) of the Company’s common stock, par value \$0.01 per share (“**Common Stock**”). The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters.

In connection with the preparation of this opinion, we have examined such documents and considered such questions of law as we have deemed necessary or appropriate. We have assumed the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the genuineness of all signatures. As to questions of fact material to our opinions, we have relied upon the certificates of certain officers of the Company.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of any laws other than, the existing Delaware General Corporation Law.

In connection with our opinions expressed below, we have assumed that, (i) at or prior to the time of the issuance and delivery of any of the Shares, there will not have occurred any change in the law or the facts affecting the validity of the Shares, any change in actions of the Board or the Company’s stockholders, or any amendments to the Amended and Restated Certificate or Bylaws, and (ii) at the time of the offer, issuance and sale of any Shares, no stop order suspending the Registration Statement’s effectiveness will have been issued and remain in effect, and that the Registration Statement will not have been modified or rescinded. We also have assumed that the issuance and delivery of the Shares subsequent to the date hereof and the compliance by the Company with the terms of such Shares will not result in a violation of the Restated Certificate or any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body then having jurisdiction over the Company.

The foregoing opinions are qualified to the extent that the enforceability of any document, instrument or the Shares may be limited by or subject to bankruptcy, insolvency, fraudulent transfer or conveyance, reorganization, moratorium or other similar laws relating to or affecting creditors’ rights generally, and general equitable or public policy principles.

Based upon the foregoing, we are of the opinion that when the Shares are issued, sold and delivered in the manner and for the consideration stated in the Registration Statement, the Prospectus and the resolutions adopted by the Board referenced above, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and the reference to us under the caption “**Legal Matters**” in the Prospectus. 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 Shares Act or the rules and regulations of the Commission promulgated thereunder.

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, the Shares or the Registration Statement.

Very truly yours,

/s/ **DLA Piper LLP (US)**

DLA Piper LLP (US)

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Sientra, Inc.:

We consent to the use of our report dated March 13, 2018, with respect to the consolidated balance sheets of Sientra, Inc. as of December 31, 2017 and 2016, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three year period ended December 31, 2017, the related notes and financial statement schedule (collectively the "consolidated financial statements"), incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated March 13, 2018, contains an explanatory paragraph that states that the Company's recurring losses from operations, insufficient cash flows generated from operations, potential violations of financial covenants and need to obtain additional capital raise substantial doubt about the entity's ability to continue as a going concern.

/s/ KPMG LLP

Los Angeles, California
May 3, 2018

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (No. 333-222453) on Form S-3 and related Prospectus of Sientra, Inc. of our report dated March 16, 2017, relating to the consolidated financial statements of Miramar Labs, Inc., appearing in the Current Report on Form 8-K/A filed by Sientra, Inc. on October 6, 2017.

We also consent to the reference of our firm under the heading “Experts” in such Registration Statement.

/s/ SingerLewak LLP

San Jose, California
May 2, 2018