

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

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

ContraFect Corporation

(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)

39-2072586
 (I.R.S. Employer
 Identification Number)

28 Wells Avenue, Third Floor
Yonkers, New York 10701
(914) 207-2300

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

Julia P. Gregory, Chief Executive Officer
ContraFect Corporation
28 Wells Avenue, Third Floor
Yonkers, New York 10701
(914) 207-2300

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

With copies to:

Jonathan DeSantis, Esq.
Christopher M. Forrester, Esq.
Shearman & Sterling LLP
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000
Fax: (646) 848-5085

Barry I. Grossman, Esq.
Lawrence A. Rosenbloom, Esq.
Ellenoff, Grossman & Schole LLP
1345 Avenue of the Americas, 11th Floor
New York, New York 10105
Telephone: (212) 370-1300
Fax: (212) 370-7889

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, 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. (File No. 333-195378)

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price (1)(2)(4)(\$) | Amount of Registration Fee (\$) |
|----------------------------------------------------------------------------------|---------------------------------------------------------------|------------------------------------|
| Units, each consisting of: | \$3,763,632 | \$484.87 |
| (i) Common stock, \$0.0001 par value per share (3) | — | — |
| (ii) Class A warrants to purchase common stock (3) | — | — |
| (iii) Class B warrants to purchase common stock (3) | — | — |
| Shares of common stock underlying class A and class B warrants included in units | 4,265,449.60 | 549.39 |
| Total | \$8,029,081.60 | \$1,034.15 |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act. Includes the offering price of the units that may be sold if the over-allotment option granted by the registrant to the underwriters is exercised.
- (2) The registration fee is calculated pursuant to Rule 457(o) under the Securities Act. The \$3,763,632 proposed maximum offering price is in addition to the \$37,636,356 proposed maximum aggregate offering price registered and previously paid pursuant to the registrant's Form S-1 (File No. 333-195378).
- (3) No separate registration fee is required pursuant to Rule 457(g) under the Securities Act.
- (4) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of additional shares of common stock as may be issued after the date hereof as a result of stock splits, stock dividends or similar transactions.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT.

Incorporation by Reference of Registration Statement on Form S-1, File No. 333-195378

ContraFect Corporation (the “**Company**”) hereby incorporates by reference into this Registration Statement on Form S-1 in its entirety the Registration Statement on Form S-1 (File No. 333-195378) declared effective on July 28, 2014 by the Securities and Exchange Commission (the “**Commission**”), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Certification

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at US Bank as soon as practicable (but no later than the close of business as of July 29, 2014), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours no later than July 29, 2014.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

| <u>Exhibit Number</u> | <u>Description</u> |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1 | Opinion of Shearman & Sterling LLP |
| 23.1 | Consent of Shearman & Sterling LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 23.3 | Consent of EisnerAmper LLP |
| 24.1 | Power of Attorney (included in Registrant’s Registration Statement on Form S-1 (File No. 333-195378) filed with the Commission on April 18, 2014) |

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July 28, 2014

The Board of Directors
ContraFect Corporation
28 Wells Avenue, Third Floor
Yonkers, New York 10701

ContraFect Corporation

Ladies and Gentlemen:

We have acted as counsel to ContraFect Corporation, a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1 (Registration No. 333-195378) filed with the Securities and Exchange Commission (the "Commission") on April 18, 2014, and each amendment thereto, including the documents incorporated by reference therein (the "Registration Statement"), relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of up to 627,272 units (the "Units"), including those subject to an over-allotment option pursuant to the Underwriting Agreement (as defined below), with each Unit consisting of one share of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), one Class A warrant to purchase one share of Common Stock (the "Class A Warrants") and one Class B warrant to purchase one-half share of Common Stock (the "Class B Warrants"), and together with the Class A Warrants, the "Warrants", and the shares of Common Stock underlying the Warrants, the "Warrant Shares"). The Units are to be sold by the Company pursuant to the terms of an underwriting agreement to be entered into between the Company and the underwriters named therein (the "Underwriting Agreement"). The Class A Warrants will be issued and sold pursuant to the terms of the Class A Warrant Agreement and the Class B Warrants will be issued and sold pursuant to the terms of the Class B Warrant Agreement, each filed as exhibits to the Registration Statement (the "Class A Warrant Agreement" and the "Class B Warrant Agreement", and collectively the "Warrant Agreements"). The offering of the Units will be as set forth in the prospectus contained in the Registration Statement (the "Prospectus").

In that connection, we have reviewed originals or copies of the following documents (the "Opinion Documents"):

- (a) The Class A Warrant Agreement.

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- (b) The Class B Warrant Agreement.

We have also reviewed the following:

- (a) The Registration Statement.
- (b) The Prospectus.
- (c) The Amended and Restated Certificate of Incorporation and the Amended and Restated By laws of the Company, each as amended through the date hereof.
- (d) The Underwriting Agreement.
- (e) Such corporate records of the Company, certificates of public officials and officers of the Company and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our review of the Opinion Documents, and otherwise for the purpose of this opinion letter, we have assumed:

- (a) The genuineness of all signatures.
- (b) The authenticity of the originals of the documents submitted to us.
- (c) The conformity to authentic originals of any documents submitted to us as copies.
- (d) As to matters of fact, the truthfulness of the representations made in certificates of public officials and officers of the Company.

We have not independently established the validity of the foregoing assumptions.

Based upon the foregoing and upon such other investigation as we have deemed necessary and subject to the qualifications set forth below, we are of the opinion that:

1. The Units have been duly authorized by the Company and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, the Units will be validly issued and non-assessable.

2. The shares of Common Stock included within the Units have been duly authorized by the Company and, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement, such shares of Common Stock will be validly issued, fully paid and non-assessable.

3. The Warrants have been duly authorized by the Company and, when the Warrant Agreements are duly executed and delivered, and when the Warrants are issued, delivered and paid for as part of the Units in accordance with the terms of the Underwriting Agreement and the Warrant Agreements, the Warrants will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

4. The shares of Common Stock underlying the Warrants have been duly authorized by the Company and, when and if issued upon the exercise of the Warrants in accordance with their terms and the terms of the Warrant Agreements, such shares of Common Stock will be validly issued, fully paid and non-assessable.

The opinions set forth above are subject to the following qualifications:

(a) Our opinion in paragraph 3 above is subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally (including without limitation all laws relating to fraudulent transfers).

(b) Our opinion in paragraph 3 above is also subject to the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law).

(c) We express no opinion with respect to the enforceability of indemnification provisions, or of release or exculpation provisions, contained in the Opinion Documents to the extent that enforcement thereof is contrary to public policy regarding the indemnification against or release or exculpation of criminal violations, intentional harm, violations of securities laws or acts of gross negligence or willful misconduct.

Our opinions set forth above are limited to the laws of the State of New York and the General Corporation Law of the State of Delaware and we do not express any opinion herein concerning any other law.

This opinion letter is rendered to you in connection with the filing of the Registration Statement. This opinion letter may not be relied upon by you for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name therein and in the Prospectus under the caption "Legal Matters." In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Shearman & Sterling LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and our report dated April 17, 2014, except for the paragraph under the caption "Reverse Stock Split" within Note 2, as to which the date is July 25, 2014, relating to the financial statements of ContraFect Corporation included in Amendment No. 4 to the Registration Statement (Form S-1 No. 333-195378) and related Prospectus of ContraFect Corporation for the registration of its units.

/s/ Ernst & Young LLP

MetroPark, New Jersey
July 28, 2014

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of ContraFect Corporation (a development stage company) on Form S-1 (No. 333-195378) being filed pursuant to Rule 462(b) of the Securities Act of 1933 to be filed on or about July 28, 2014 of our report dated October 11, 2013, except for Note 2, Reverse Stock Split, as to which the date is July 25, 2014, on our audits of the statements of operations, changes in preferred stock and stockholders' equity (deficit) and cash flows for the cumulative period from March 17, 2008 (inception) to December 31, 2011 (not separately presented herein). We also consent to the reference to our firm under the caption "Experts" in the Registration Statement.

/s/ EisnerAmper LLP

Iselin, New Jersey
July 28, 2014