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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CinCor Pharma, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

2834  
(Primary Standard Industrial  
Classification Code Number)

36-4931245  
(I.R.S. Employer  
Identification No.)

230 Third Avenue  
Waltham, MA 02451  
(844) 531-1834

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

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Marc de Garidel  
Chief Executive Officer  
CinCor Pharma, Inc.  
230 Third Avenue  
Waltham, MA 02451  
(844) 531-1834

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

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*Copies to:*

Divakar Gupta  
Sarah Sellers  
Ryan Sansom  
Cooley LLP  
500 Boylston Street  
Boston, MA 02116  
(617) 937-2300

Lisa Firenze  
Glenn R. Pollner  
Ryan S. Brewer  
Wilmer Cutler Pickering Hale & Dorr LLP  
7 World Trade Center  
250 Greenwich Street  
New York, NY 10007  
(212) 230-8800

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared 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.  (333-266674)

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

Non-accelerated filer

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.

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

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## EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this “Amendment”) relates to the Registrant’s Registration Statement on Form S-1 (File No. 333-266674), declared effective on August 10, 2022 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment 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**  
**EXHIBIT INDEX**

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

(a) Exhibits.

The exhibits listed below are filed as part of this registration.

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#">Opinion of Cooley LLP</a>
23.2	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-266674), filed with the Commission on August 8, 2020 and incorporated herein by reference).</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Waltham, Massachusetts, on this 10th day of August, 2022.

### CINCOR PHARMA, INC.

By: /s/ Marc de Garidel

Marc de Garidel  
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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marc de Garidel</u> Marc de Garidel	Chief Executive Officer and Director (Principal Executive)	August 10, 2022
<u>/s/ Mary Theresa Coelho, M.B.A.</u> Mary Theresa Coelho, M.B.A.	Chief Financial Officer and Chief Business Development Officer (Principal Financial Officer and Principal Accounting Officer)	August 10, 2022
<u>*</u> James I. Healy, M.D., Ph.D.	Director and Chairman of the Board	August 10, 2022
<u>*</u> David Allison, Ph.D.	Director	August 10, 2022
<u>*</u> Maina Bhaman, M.B.A.	Director	August 10, 2022
<u>*</u> Troy Ignelzi	Director	August 10, 2022
<u>*</u> June Lee, M.D.	Director	August 10, 2022
<u>*</u> Jason Pitts, Ph.D.	Director	August 10, 2022
<u>*</u> John F. Thero	Director	August 10, 2022
<u>*By: /s/ Marc de Garidel</u> Marc de Garidel Attorney-in-Fact		



Divakar Gupta  
+1 212 479 6474  
dgupta@cooley.com

August 10, 2022

CinCor Pharma, Inc.  
230 Third Avenue  
6th Floor  
Waltham, MA 02451

Ladies and Gentlemen:

We have acted as counsel to CinCor Pharma, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Initial Registration Statement**") with the Securities and Exchange Commission, including a related prospectus that was included in the Initial Registration Statement (the "**Prospectus**"), and a Registration Statement on Form S-1 related thereto (the "**462(b) Registration Statement**") and, together with the Initial Registration Statement, the "**Registration Statements**") filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "**Securities Act**"), covering an underwritten public offering of (i) up to 8,625,000 shares (the "**Shares**") of the Company's common stock, par value \$0.00001 per share ("**Common Stock**") (including up to 1,125,000 Shares that may be sold by the Company upon exercise of an option to purchase additional shares to be granted to the underwriters) and (ii) pre-funded warrants (the "**Warrants**") to purchase up to 7,500,000 shares of Common Stock (the "**Warrant Shares**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and the Prospectus, (b) the form of the Warrants (c) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (d) 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 assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of the certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than by the Company where due authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware and, as to the Warrants constituting valid and legally binding obligations of the Company, the laws of the State of New York. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

With regard to our opinion regarding the Warrants and the Warrant Shares, (i) we have assumed that the exercise price of the Warrants at the time of exercise will be equal to or greater than the par value of the Common Stock, and (ii) we express no opinion to the extent that future issuances of securities of the Company, including the Warrant Shares, and/or antidilution adjustments to outstanding securities of the Company, cause the Warrants to be exercisable for more shares of the Common Stock than the number that remain available for issuance under the Company's then effective certificate of incorporation.

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With regard to our opinion concerning the Warrants constituting valid and binding obligations of the Company:

(i) our opinion is subject to, and may be limited by, (a) applicable bankruptcy, reorganization, insolvency, moratorium, fraudulent conveyance, debtor and creditor, and similar laws which relate to or affect creditors' rights generally, and (b) 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;

(ii) our opinion is subject to the qualification that (a) the enforceability of provisions for indemnification or limitations on liability may be limited by applicable law and by public policy considerations, and (b) the availability of specific performance, an injunction or other equitable remedies is subject to the discretion of the court before which the request is brought;

(iii) we express no opinion with respect to any provision of the Warrants that: (a) relates to the subject matter jurisdiction of any federal court of the United States of America or any federal appellate court to adjudicate any controversy related to the Warrants; (b) specifies provisions may be waived in writing, to the extent that an oral agreement or implied agreement by trade practice or course of conduct has been created that modifies such provision; (c) contains a waiver of an inconvenient forum; (d) provides for liquidated damages, default interest, late charges, monetary penalties, prepayment or make-whole payments or other economic remedies; (e) relates to advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitations, trial by jury, service of process or procedural rights; (f) restricts non-written modifications and waivers; (g) provides for the payment of legal and other professional fees where such payment is contrary to law or public policy; (h) relates to exclusivity, election or accumulation of rights or remedies; or (i) provides that provisions of the Warrants are severable to the extent an essential part of the agreed exchange is determined to be invalid and unenforceable; and

(iv) we express no opinion as to whether a state court outside of the State of New York or a federal court of the United States would give effect to the choice of New York law provided for in the Warrants.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that (i) 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 nonassessable, (ii) the Warrants, when duly executed by the Company and delivered against payment therefor as contemplated in the Registration Statements and the Prospectus, will be valid and binding obligations of the Company and (iii) the Warrant Shares, when issued and paid for in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable.

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August 10, 2022

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We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the amendment to the Initial Registration Statement filed pursuant to Rule 462(d).

Sincerely,

Cooley LLP

By: /s/ Divakar Gupta  
Divakar Gupta

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