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

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**FORM S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**MaxCyte, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**8731**  
(Primary Standard Industrial Classification Code Number)

**52-2210438**  
(I.R.S. Employer Identification No.)

**22 Firstfield Road, Suite 110  
Gaithersburg, Maryland 20878**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Doug Doerfler  
President and Chief Executive Officer  
MaxCyte, Inc.  
22 Firstfield Road, Suite 110  
Gaithersburg, Maryland 20878  
(301) 944-1700**

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

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**Copies to:**

**Brian F. Leaf  
Christian E. Plaza  
Katie A. Kazem  
Cooley LLP  
One Freedom Square  
Reston Town Center  
11951 Freedom Drive  
Reston, Virginia 20190  
(703) 456-8000**

**Maher Masoud  
EVP and General Counsel  
MaxCyte, Inc.  
22 Firstfield Road, Suite 110  
Gaithersburg, Maryland 20878  
(301) 944-1700**

**Michael D. Maline  
Patrick O'Malley  
Kathryn Fortin  
DLA Piper LLP (US)  
1251 Avenue of the Americas  
New York, New York 10020  
(212) 335-4500**

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after 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.  (333-257810)

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a  
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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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee(3)</b>
Common stock, par value \$0.01 per share	1,725,000	\$13.00	\$22,425,000	\$2,446.57

(1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 225,000 shares that the underwriters have the option to purchase to cover over-allotments and are in addition to the 13,800,000 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-257810), which included 1,800,000 shares that the underwriters have the option to purchase to cover over-allotments.

(2) Based on the public offering price.

(3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$13.50 on a Registration Statement on Form S-1 (File No. 333-257810), which was declared effective by the Securities and Exchange Commission on July 29, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$22,425,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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

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

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional shares of common stock, par value \$0.01 per share, of MaxCyte, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-257810) (the “Prior Registration Statement”), which the Commission declared effective on July 29, 2021, and is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,725,000 shares, including 225,000 shares that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Cooley LLP as to legality.</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of CohnReznick LLP, independent registered public accounting firm.</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-257810), filed with the Commission on July 9, 2021 and incorporated herein by reference).</u></a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Columbia, Maryland, on July 29, 2021.

MAXCYTE, INC.

By: /s/ Doug Doerfler

Name: Doug Doerfler

Title: President 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/ Doug Doerfler</u> Doug Doerfler	President, Chief Executive Officer and Director (Principal Executive Officer)	July 29, 2021
<u>/s/ Amanda L. Murphy</u> Amanda L. Murphy	Chief Financial Officer	July 29, 2021
<u>/s/ Ron Holtz</u> Ron Holtz	Senior Vice President and Chief Accounting Officer	July 29, 2021
<u>*</u> J. Stark Thompson, PhD	Chairman of the Board of Directors	July 29, 2021
<u>*</u> Yasir Al-Wakeel, BM BCh	Director	July 29, 2021
<u>*</u> Will Brooke	Director	July 29, 2021
<u>*</u> Richard Douglas, PhD	Director	July 29, 2021
<u>*</u> Stanley C. Erck	Director	July 29, 2021
<u>*</u> Rekha Hemrajani	Director	July 29, 2021
<u>*</u> John Johnston	Director	July 29, 2021
<u>*</u> Art Mandell	Director	July 29, 2021
<u>* /s/ Doug Doerfler</u> Doug Doerfler		
Attorney-in-fact		

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Brian F. Leaf  
+1 703 456-8053  
bleaf@cooley.com

July 29, 2021

MaxCyte, Inc.  
22 Firstfield Road, Suite 110  
Gaithersburg, Maryland 20878

Ladies and Gentlemen:

We have represented MaxCyte, Inc., a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a Registration Statement (No. 333-257810) on Form S-1 (the “**Initial Registration Statement**”) with the Securities and Exchange Commission, including the prospectus which forms a part of the Initial Registration Statement (the “**Prospectus**”), and a Registration Statement on Form S-1 related thereto in connection with the filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**462(b) Registration Statement**”) and together with the Initial Registration Statement, the “**Registration Statements**”), covering an underwritten public offering of up to 15,525,000 shares (the “**Shares**”) of the Company’s common stock, par value \$0.01, which includes up to 2,025,000 shares that may be sold pursuant to the exercise of an option to purchase additional shares.

In connection with this opinion, we have (i) examined and relied upon (a) the Registration Statements and the Prospectus, (b) the Company’s Fifteenth Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the form of the Company’s Amended and Restated Bylaws, filed as Exhibit 3.3 to the Registration Statement, which is to be in effect on the closing of the offering contemplated by the Registration Statements 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 and (ii) assumed that the Shares will be sold at a price established by the Board of Directors of the Company or a duly authorized committee thereof.

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. 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.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that 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 non-assessable.

Cooley LLP 11951 Freedom Drive, Reston, VA 20190-5640  
t: (703) 456-8000 f: (703) 456-8100 cooley.com

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July 29, 2021  
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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 462(d).

Sincerely,

Cooley LLP

By: /s/ Brian F. Leaf  
Brian F. Leaf

Cooley LLP 11951 Freedom Drive, Reston, VA 20190-5640  
t: (703) 456-8000 f: (703) 456-8100 cooley.com

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1MEF of MaxCyte, Inc. of our report dated April 20, 2021, on our audits of the consolidated financial statements of MaxCyte, Inc as of December 31, 2020 and 2019 and for the years then ended. We also consent to the reference to our firm under the heading “Experts” in the prospectus incorporated by reference into this Registration Statement.

/s/ CohnReznick LLP

Tysons, Virginia  
July 28, 2021

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