

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

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

CALYXT, INC.

(Exact name of Registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Delaware
(State or other jurisdiction of
incorporation or organization)

2870
(Primary Standard Industrial
Classification Code Number)

27-1967997
(I.R.S. Employer
Identification Number)

**600 County Road D West, Suite 8
New Brighton, MN 55112
(651) 683-2807**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Calyxt, Inc.

**600 County Road D West, Suite 8
New Brighton, MN 55112
(651) 683-2807**

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

Copies to:

**Boris Dolgonos
Peter E. Devlin
Jones Day
250 Vesey Street
New York, NY 10281
(212) 326-3939**

**Richard D. Truesdell, Jr.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000**

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 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-224945

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 (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has not elected 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	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common stock, par value \$0.0001 per share	550,000	\$15.00	\$8,250,000	\$1,027.13

- (1) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933.
- (2) In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1 (File No. 333-224945), as amended is hereby registered.
- (3) Calculated pursuant to Rule 467(a) under the Securities Act of 1933, as amended.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Calyxt, Inc. (the “Registrant”). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant’s Registration Statement on Form S-1 (File No. 333-224945) originally filed with the Commission on May 15, 2018, as amended (together with its exhibits, the “Prior Registration Statement”), which was declared effective by the Commission on May 17, 2018. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by 550,000 shares. The additional securities 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

<u>Exhibit Number</u>	<u>Description</u>
5.1	<u>Opinion of Jones Day</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Jones Day (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on signature page to this Registrant's Registration Statement on Form S-1 (File No. 333-224945) filed with the Commission on May 15, 2018 and incorporated herein by reference)</u>

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 New Brighton, State of Minnesota, on the 17th day of May, 2018.

CALYXT, INC.

By: /s/ Federico A. Tripoli

Name: Federico A. Tripoli

Title: Chief Executive Officer

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Federico A. Tripoli</u> Federico A. Tripoli	Chief Executive Officer (principal executive officer)	May 17, 2018
<u>/s/ Bryan W. J. Corkal</u> Bryan W. J. Corkal	Chief Financial Officer (principal financial and accounting officer)	May 17, 2018
* <u>André Choulika</u>	Chairman	May 17, 2018
* <u>Philippe Dumont</u>	Director	May 17, 2018
* <u>Alain Godard</u>	Director	May 17, 2018
* <u>Anna Ewa Kozicz-Stankiewicz</u>	Director	May 17, 2018
* <u>Laurent Arthaud</u>	Director	May 17, 2018

*By: /s/ Federico A. Tripoli
Federico A. Tripoli, Attorney-in-Fact

JONES DAY

250 VESBEY STREET • NEW YORK, NEW YORK 10281-1047
 TELEPHONE: +1.212.828.8989 • FACSIMILE: +1.212.755.7308

May 17, 2018

Calyxt, Inc.
 600 County Road D.W., Suite 8
 New Brighton, Minnesota 55112

Re: Registration Statement on Form S-1 Filed by Calyxt, Inc.

Ladies and Gentlemen:

We have acted as counsel for Calyxt, Inc., a Delaware corporation (the “Company”), in connection with the public offering and sale by the Company of up to 3,050,000 shares of common stock (the “Shares”), par value \$0.0001 per share, pursuant to the Underwriting Agreement (the “Underwriting Agreement”) proposed to be entered into by and among the Company and Citigroup Global Markets Inc., Goldman Sachs & Co. LLC and Jefferies LLC, acting as the representatives of the several underwriters to be named in Schedule A thereto. This opinion relates to 550,000 additional shares of common stock (the “Additional Shares”) to be sold by the Company in such public offering pursuant to the registration statement to which this opinion pertains (the “462(b) Registration Statement”).

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, when the 462(b) Registration Statement has become effective under the Securities Act of 1933 (the “Act”), the Additional Shares when issued and delivered against payment of the consideration therefor, will be validly issued, fully paid and nonassessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

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 SAN DIEGO • SAN FRANCISCO • SÃO PAULO • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

Very truly yours,

/s/ Jones Day

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 to the incorporation by reference of our report dated March 13, 2018, with respect to the financial statements of Calyxt, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission and incorporated by reference in Registration Statement on Form S-1 (No. 333-224945) and related Prospectus of Calyxt, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Minneapolis, Minnesota

May 17, 2018