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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

CHIASMA, INC.
(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)

76-0722250
(I.R.S. Employer
Identification Number)

**60 Wells Avenue, Suite 102
Newton, Massachusetts 02459
(866) 637-9703**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Mark Leuchtenberger
Chief Executive Officer
Chiasma, Inc.
60 Wells Avenue, Suite 102
Newton, Massachusetts 02459
(866) 637-9703**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Michael H. Bison
Daniel Lang
Goodwin Procter LLP
53 State Street
Exchange Place
Boston, Massachusetts 02109
(617) 570-1000**

**Divakar Gupta
Brent B. Siler
Cooley LLP
1114 Avenue of the Americas
New York, New York 10036
(212) 479-6000**

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, as amended, 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. 333-204949

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	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common stock, \$0.01 par value per share	1,155,750	\$16.00	\$18,492,000	\$2,149

- (1) Represents only the additional number of shares being registered and includes 150,750 shares of common stock issuable upon exercise of the underwriters’ option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-204949).
- (2) 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 \$92,460,000 on a Registration Statement on Form S-1 (File No. 333-204949), which was declared effective by the Securities and Exchange Commission on July 15, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price per share of \$16.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters’ option to purchase additional shares.

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

Explanatory note and incorporation by reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-204949) filed by Chiasma, Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on July 15, 2015, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boston, Massachusetts on July 15, 2015.

CHIASMA, INC.

By: /s/ Mark Leuchtenberger

Name: Mark Leuchtenberger

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 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/ Mark Leuchtenberger</u> Mark Leuchtenberger	President, Chief Executive Officer and Director (Principal Executive Officer)	July 15, 2015
<u>/s/ Mark J. Fitzpatrick</u> Mark J. Fitzpatrick	Chief Financial Officer (Principal Financial and Accounting Officer)	July 15, 2015
<u>*</u> David Stack	Director	July 15, 2015
<u>*</u> Dror Brandwein	Director	July 15, 2015
<u>*</u> Todd Foley	Director	July 15, 2015
<u>*</u> Ansbert Gadicke, M.D.	Director	July 15, 2015
<u>*</u> Bard Geesaman, M.D., Ph.D.	Director	July 15, 2015
<u>*</u> Vincent Miles, Ph.D.	Director	July 15, 2015
<u>*</u> Scott Minick	Director	July 15, 2015
<u>*</u> John Scarlett, M.D.	Director	July 15, 2015

* Pursuant to Power of Attorney

By: /s/ Mark Leuchtenberger

Mark Leuchtenberger

Attorney-In-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Korst Forer Gabbay & Kasierer
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-204949), originally filed with the Securities and Exchange Commission on June 15, 2015 and incorporated by reference herein.

July 15, 2015

Chiasma, Inc.
831 Beacon Street, Suite 313
Newton Centre, MA 02459

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (File No. 333-204949) (the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement"), and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by Chiasma, Inc., a Delaware corporation (the "Company"), of up to 1,155,750 shares (the "Shares") of the Company's Common Stock, \$0.01 par value per share, including Shares purchasable by the underwriters upon their exercise of an option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law).

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and delivered against payment in accordance with the terms approved by a duly authorized committee of the Board of Directors, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not admit that we are in the category

of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER 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 to the incorporation by reference of our report dated April 16, 2015 (except Note 3, Note 8, Note 9, Note 10, Note 11, Note 14 and Note 17 to which the date is July 6, 2015), with respect to the consolidated financial statements of Chiasma, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-204949) and related Prospectus of Chiasma, Inc. for the registration of its common stock.

/s/ Kost Forer Gabbay & Kasierer

Kost Forer Gabbay & Kasierer
A Member of Ernst & Young Global

July 15, 2015
Tel-Aviv, Israel