

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

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

GreenSky, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7389
(Primary Standard Industrial
Classification Code Number)

82-2135346
(I.R.S. Employer
Identification No.)

5565 Glenridge Connector, Suite 700
Atlanta, Georgia 30342
(678) 264-6105

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

Steven E. Fox
Executive Vice President and Chief Legal Officer
GreenSky, Inc.

5565 Glenridge Connector, Suite 700
Atlanta, Georgia 30342
(678) 264-6105

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

Copies to:

Brinkley Dickerson
Troutman Sanders LLP
600 Peachtree Street NE, Suite 5200
Atlanta, Georgia 30308
Tel: (404) 885-3822
Fax: (404) 962-6743

Gregory A. Fernicola
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-2918
Fax: (917) 777-2918

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. File No. 333-224505

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 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 ⁽¹⁾	Proposed Maximum Offering Price per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽³⁾
Class A common stock, \$0.01 par value per share	4,495,455	\$23.00	\$103,395,465	\$12,872.74

- ⁽¹⁾ Represents only the additional number of shares of Class A common stock being registered and includes an additional 586,364 shares of Class A common stock that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on a Registration Statement on Form S-1, as amended (File No. 333-224505).
- ⁽²⁾ Based on the initial public offering price per share.
- ⁽³⁾ Calculated in accordance with Rule 457(a) under the United States Securities Act of 1933, as amended (the "Securities Act").

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement on Form S-1 is being filed by GreenSky, Inc., a Delaware corporation (the “Company”), pursuant to Rule 462(b) under the Securities Act. The contents of the Company’s Registration Statement on Form S-1, as amended (File No. 333-224505), which was declared effective by the United States Securities and Exchange Commission (“SEC”) on May 23, 2018, and all exhibits thereto, are incorporated by reference into this registration statement in their entirety and are deemed to be a part of this registration statement.

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

EXHIBIT INDEX

Exhibit number	Description
5.1*	Opinion of Troutman Sanders LLP
23.1*	Consent of PricewaterhouseCoopers LLP as to GreenSky, Inc.
23.2*	Consent of PricewaterhouseCoopers LLP as to GreenSky Holdings, LLC
23.3*	Consent of Troutman Sanders LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (File No. 333-224505) filed with the SEC on April 27, 2018)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on May 23, 2018.

GreenSky, Inc.
(Registrant)

By: /s/ David Zalik

Name: David Zalik
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated on May 23, 2018.

<u>Name</u>	<u>Title</u>
/s/ David Zalik	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
David Zalik	
/s/ Robert Partlow	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)
Robert Partlow	
*	Director
Joel Babbit	
*	Director
Gerald Benjamin	
*	Director
John Flynn	
*	Director
Gregg Freishtat	
*	Director
Nigel Morris	
*	Director
Robert Sheft	
*By: /s/ Robert Partlow	
Robert Partlow Attorney-in-fact	

Troutman Sanders LLP
600 Peachtree Street NE, Suite 3000
Atlanta, GA 30308-2216

troutman.com



May 23, 2018

GreenSky, Inc.
5565 Glenridge Connector
Suite 700
Atlanta, Georgia 30342

Re: Registration Statement on Form S-1 Pursuant to Rule 462(b)

Ladies and Gentlemen:

This opinion is furnished to you in connection with the filing by GreenSky, Inc., a Delaware corporation (the "Company"), of a Registration Statement on Form S-1 (the "Rule 462(b) Registration Statement") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended. The Rule 462(b) Registration Statement relates to the proposed offer and sale by the Company of an additional 4,495,455 shares of Class A common stock of the Company (the "Additional Shares") for an aggregate offering size of up to 43,700,000 shares of Class A common stock of the Company, including an over-allotment option granted by the Company to the Underwriters to purchase up to 5,700,000 shares of Class A common stock of the Company. The Rule 462(b) Registration Statement incorporates by reference the Registration Statement on Form S-1 (File No. 333-224505) (the "Prior Registration Statement" and, together with the Rule 462(b) Registration Statement, the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on May 23, 2018, including the prospectus which forms a part of the Registration Statement.

We are acting as counsel for the Company in connection with the sale of the Additional Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

On the basis of the foregoing, we are of the opinion that:

1. The Additional Shares have been duly authorized for issuance by all necessary corporate action by the Company.
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2. The Additional Shares, when issued and sold by the Company in accordance with and in the manner described in the Registration Statement, will be validly issued, fully paid and non-assessable.

In expressing the opinions set forth above, we are not passing on the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware constitution and reported judicial decisions interpreting the foregoing).

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Additional Shares.

We consent to the use of this opinion as an exhibit to the Rule 462(b) Registration Statement, and further consent to the use of our name wherever appearing in said Rule 462(b) Registration Statement. In giving the foregoing 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 of the Commission thereunder.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be relied upon, furnished or quoted by you for any other purpose, without our prior written consent. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date that the Registration Statement becomes effective under the Securities Act, and we assume no obligation to revise or supplement this opinion after the date of effectiveness should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof.

Very truly yours,
/s/ Troutman Sanders LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 27, 2018 relating to the financial statement of GreenSky, Inc., which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-224505) of GreenSky, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-224505) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Atlanta, GA
May 23, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 27, 2018 relating to the financial statements of GreenSky Holdings, LLC, which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-224505) of GreenSky, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-224505) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Atlanta, GA
May 23, 2018
