

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM S-3
(Amendment No. 1)

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933
PROMIS NEUROSCIENCES INC.

(Exact name of registrant as specified in its charter)

Ontario, Canada

(State or Other Jurisdiction of
 Incorporation or Organization)

98-0647155

(I.R.S. Employer
 Identification Number)

Suite 200, 1920 Yonge Street
Toronto, Ontario
M4S 3E2
(416) 847-6898

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

C T Corporation System
1015 15th Street N.W., Suite 1000
Washington, D.C., 20005
(416) 847-6898

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

Copies to:

Gail Farfel, Ph.D.
Chief Executive Officer
Suite 200, 1920 Yonge Street
Toronto, Ontario
M4S 3E2
Telephone: (416) 847-6898

Robert E. Puopolo
Nicole Daley
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
Telephone: (617) 570-1000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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"/>	Smaller reporting company	<input checked="" 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 pursuant to Section 7(a)(2)(B) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note

ProMIS Neurosciences Inc. is hereby filing this Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 (Registration No. 333-274656), originally filed on September 22, 2023 (the "*Registration Statement*"), as an exhibit-only filing to file an updated opinion and consent of McMillan LLP, filed herewith as Exhibits 5.1 and 23.2, respectively (the "*Opinion and Consent*"). Accordingly, this Pre-Effective Amendment No. 1 consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature pages to the Registration Statement, and the Opinion and Consent filed herewith as Exhibits 5.1 and 23.2. The prospectus and the balance of Part II of the Registration Statement are unchanged and have been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.1	Articles (incorporated herein by reference to Exhibit 3.1 to ProMIS' Form 10 Registration Statement filed June 22, 2022, as amended).
3.1.1	Certificate of Amendment to the Articles dated July 8, 2015 (incorporated herein by reference to Exhibit 3.1.1 to ProMIS' Form 10 Registration Statement filed June 22, 2022, as amended).
3.1.2	Certificate of Amendment to the Articles dated June 17, 2022 (incorporated herein by reference to Exhibit 3.1.2 to ProMIS' Form 10 Registration Statement filed June 22, 2022, as amended).
3.1.3	Certificate of Amendment to the Articles dated June 21, 2022 (incorporated herein by reference to Exhibit 3.1.3 to ProMIS' Form 10 Registration Statement filed June 22, 2022, as amended).
3.1.4	Articles of Continuance dated June 29, 2023 (incorporated herein by reference to Exhibit 3.1 to ProMIS' Current Report on Form 8-K filed July 14, 2023, as amended).
3.2	Amended and Restated By-law No. 1 (incorporated herein by reference to Exhibit 3.2 to ProMIS' Current Report on Form 8-K filed July 14, 2023, as amended).
3.3	By-law No. 2 (incorporated herein by reference to Exhibit 3.3 to ProMIS' Current Report on Form 8-K filed July 14, 2023, as amended).
4.1	Form of Warrant (incorporated herein by reference to Exhibit 4.1 to ProMIS' Current Report on Form 8-K filed August 22, 2023, as amended).
4.2	Form of Pre-Funded Warrant (incorporated herein by reference to Exhibit 4.1 to ProMIS' Current Report on Form 8-K filed August 22, 2023, as amended).
5.1*	Opinion of McMillan LLP.
23.1**	Consent of Baker Tilly US, LLP.
23.2	Consent of McMillan LLP (included within Exhibit 5.1 hereto).
24.1**	Power of Attorney (included on the signature page to the initial filing of the Registration Statement).
107**	Filing Fee Table

* Filed herewith.

** Previously filed as an exhibit to the Registration Statement on Form S-3, filed September 22, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on September 27, 2023.

PROMIS NEUROSCIENCES INC.

By: /s/ Gail Farfel

Name: Gail Farfel, Ph.D.

Title: 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>
By: <u>/s/ Gail Farfel</u> Gail Farfel, Ph.D.	Director and Chief Executive Officer (Principal Executive Officer)	September 27, 2023
By: <u>/s/ *</u> Daniel Geffken	Chief Financial Officer (Principal Financial Officer)	September 27, 2023
By: <u>/s/ *</u> Max A. Milbury	Senior Director of Finance (Principal Accounting Officer)	September 27, 2023
By: <u>/s/ *</u> Eugene Williams	Chairman	September 27, 2023
By: <u>/s/ *</u> Maggie Shafmaster	Lead Independent Director	September 27, 2023
By: <u>/s/ *</u> Neil Cashman, M.D.	Director	September 27, 2023
By: <u>/s/ *</u> William Wyman	Director	September 27, 2023
By: <u>/s/ *</u> Patrick Kirwin	Director	September 27, 2023
By: <u>/s/ *</u> Josh Mandel-Brehm	Director	September 27, 2023
By: <u>/s/ *</u> Neil Warma	Director	September 27, 2023
By: <u>/s/ Gail Farfel</u> Gail Farfel, Ph.D.	Authorized Representative in the United States	September 27, 2023
* By: <u>/s/ Gail Farfel, Ph.D.</u> Gail Farfel, Ph.D., attorney-in-fact		

ProMIS Neurosciences Inc.
Suite 200, 1920 Yonge Street
Toronto, Ontario
M4S 3E2

Attention: Board of Directors

**Re: ProMIS Neurosciences
Inc.**

Resale Registration Statement on Form S-3

We have acted as Ontario legal counsel to ProMIS Neurosciences Inc. (the “**Corporation**”) with respect to certain legal matters in connection with the registration statement on Form S-3 filed on the date hereof (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), pursuant to the U.S Securities Act of 1933, as amended (the “**Securities Act**”), relating to the registration by the Corporation under the Securities Act of the resale from time to time by the selling shareholders identified in the Registration Statement (the “**Selling Shareholders**”) or by the placement agent identified in the Registration Statement (the “**Placement Agent**”) of an aggregate of 22,128,408 common shares, no par value (the “**Common Shares**”), of the Corporation comprised of:

- (a) 9,945,969 Common Shares (the “**Unit Shares**”) that partially comprise 9,945,969 common share units (the “**Common Share Units**”) issued pursuant to the unit purchase agreement entered into between the Corporation and Selling Shareholders, dated August 21, 2023 (the “**Purchase Agreement**”), in connection with a private placement offering (the “**Private Placement**”), at a price of US\$1.88 per Common Share Unit;
 - (b) 954,725 Common Shares (the “**Pre-Funded Warrant Shares**”) issuable immediately upon exercise of 954,725 pre-funded warrants (the “**Pre-Funded Warrants**”), that partially comprise 954,725 pre-funded units (the “**Pre-Funded Units**”), at an exercise price of US\$0.01 issued pursuant to the Purchase Agreement at a price of US\$1.87 per Pre-Funded Unit;
 - (c) 10,900,694 Common Shares (the “**Warrant Shares**”) issuable upon the exercise of warrants (each, a “**Warrant**”) that partially comprise each of the Common Share Units and the Pre-Funded Units issued pursuant to the Purchase Agreement in connection with the Private Placement, with each whole Warrant entitling the holder thereof to purchase one Warrant Share at a price of US\$1.75 until February 21, 2029 and may be exercised commencing February 21, 2024; and
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- (d) 327,020 Common Shares (“**Placement Agent Shares**”) issuable upon exercise of 327,020 placement agent warrants (the “**Placement Agent Warrants**”) issued to the Placement Agent as compensation under the Private Placement.

The Unit Shares, Pre-Funded Warrant Shares and Warrant Shares are being registered pursuant to a Registration Rights Agreement, dated August 21, 2023, entered into between the Corporation and Selling Shareholders (the “**Registration Rights Agreement**”), pursuant to which the Corporation is required to prepare and file a registration statement with the Commission under the Securities Act, covering the resale of the Unit Shares, Pre-Funded Warrant Shares and Warrant Shares issued to Selling Shareholders under the Purchase Agreement. The Placement Agent Shares issued as compensation to the Placement Agent for the Private Placement are also being registered.

Scope of Review and Reliances

For the purpose of rendering our opinions expressed below, we have examined and relied upon the following documents:

- (a) the form of Purchase Agreement;
- (b) the Registration Rights Agreement;
- (c) the Registration Statement and the exhibits thereto;
- (d) the articles and bylaws of the Corporation in effect as of the date hereof (the “**Constituting Documents**”);
- (e) the form of certificate representing the Warrants (the “**Warrant Certificate**”);
- (f) the form of certificate representing the Pre-Funded Warrants (the “**Pre-Funded Warrant Certificate**”);
- (g) the form of certificate representing the Placement Agent Warrants (the “**Placement Agent Warrant Certificate**”);
- (h) a certificate of the Chief Executive Officer of the Corporation as to certain factual matters relating to the Private Placement dated the date hereof (the “**Officer’s Certificate**”); and
- (i) such other documents as we have deemed relevant.

We have relied exclusively upon the certificates, documents and records referred to above with respect to the accuracy of the factual matters contained therein and we have not performed any independent investigation or verification of such factual matters.

We have considered such questions of law, made such investigations and examined and relied upon such originals, facsimiles or copies, certified or otherwise identified to our satisfaction, of such additional public and corporate records, records of corporate proceedings, certificates and other documents as we have considered relevant or necessary in order to render our opinions expressed herein.

Our opinion expressed herein is subject in all respects to the following assumptions, limitations and qualifications:

- (a) We are solicitors qualified to practice law in the Province of Ontario. The opinion is limited to the laws of the Province of Ontario, including all applicable
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provisions of the *Business Corporations Act* (Ontario) (the “**OBCA**”) and the federal laws of Canada applicable in Ontario, in each case as in effect on the date hereof. We have not considered, and have not expressed any opinion with regard to, or as to the effect of, any other law, rule or regulation, state or federal, applicable to the Corporation. In particular, we express no opinion as to United States federal securities laws. We have no responsibility and assume no responsibility to advise you of any changes to applicable laws or any changes involving the Company after the date hereof;

- (b) We have assumed: (i) the genuineness of all signatures on documents examined by us, including electronic signatures; (ii) the legal capacity of the officers of the Corporation; (iii) the authenticity of all documents submitted to us as originals; (iv) the conformity to authentic originals of all documents submitted to us as certified, conformed, photostatic or other copies; and (v) that the documents, in the forms submitted to us for our review, have not been and will not be altered or amended in any respect;
- (c) We have assumed that each of the statements made and certified in the Officer’s Certificate was true and correct when made, has at no time since being made and certified become untrue or incorrect and remains true and correct on the date hereof;
- (d) We have assumed at the time of issuance of any Warrant Shares, Pre-Funded Warrant Shares or Placement Agent Shares the Corporation will validly exist under the OBCA and will have the necessary corporate power for such issuance; and
- (e) We have assumed at the time of issuance of any Warrant Shares, Pre-Funded Warrant Shares or Placement Agent Shares, the Constatng Documents are in full force and effect and have not been amended, restated, supplemented or otherwise altered in such a matter to prohibit such issuance and there has been no authorization of any such amendment, restatement, supplement or other alteration, in either case since the date hereof.

Opinions

Based and relying on the foregoing, we are of the opinion that:

1. The 9,945,969 Unit Shares have been duly and validly issued as fully paid and non-assessable Common Shares in the capital of the Corporation.
 2. The issuance of the 954,725 Pre-Funded Warrant Shares upon due exercise of the Pre-Funded Warrants have been duly authorized by the Corporation and upon exercise of such Pre-Funded Warrants in accordance with the terms of the Pre-Funded Warrant Certificates, including full payment of the exercise price per Pre-Funded Warrant Share purchased, the Pre-Funded Warrant Shares will be duly and validly issued as fully paid and non-assessable Common Shares in the capital of the Corporation
 3. The issuance of the 10,900,694 Warrant Shares upon due exercise of the Warrants have been duly authorized by the Corporation and upon exercise of such Warrants in accordance with the terms of the Warrant Certificates, including full payment of the exercise price per Warrant Share purchased, the Warrant Shares will be duly and
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validly issued as fully paid and non-assessable Common Shares in the capital of the Corporation.

4. The issuance of the 327,020 Placement Agent Shares upon due exercise of the Placement Agent Warrants have been duly authorized by the Corporation and upon exercise of such Placement Agent Warrants in accordance with the terms of the Placement Agent Warrant Certificates, including full payment of the exercise price per Placement Agent Share purchased, the Placement Agent Shares will be duly and validly issued as fully paid and non-assessable Common Shares in the capital of the Corporation.

Our opinions are rendered solely for the benefit of the addressees, are being delivered in connection with the transactions described herein and may not be relied upon by any other person or in connection with any other transaction, quoted from or referred to in any other documents, or furnished (either in its original form or by copy) to any other person without our prior written consent.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement and in any amendment thereto.

Yours Truly,

“McMillan LLP”
