

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

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

**ACHIEVE LIFE SCIENCES, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

2835  
(Primary Standard Industrial  
Classification Code Number)  
1001 W. Broadway, Suite 400,  
Vancouver, British Columbia, V6H 4B1  
(604) 736-3678

95-4343413  
(I.R.S. Employer  
Identification Number)

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

Richard Stewart  
Chief Executive Officer  
Achieve Life Sciences, Inc.  
1001 W. Broadway, Suite 400,  
Vancouver, British Columbia, V6H 4B1  
(604) 736-3678

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

*Copies to:*  
Alan Smith  
Robert Freedman  
Amanda Rose  
Fenwick & West LLP  
1191 2nd Ave, 10th Floor  
Seattle, WA 98101  
(206) 389-4510

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-224840

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   
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 to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered(1)	Proposed maximum aggregate offering price(1)(2)	Amount of registration fee (3)(4)
Class A Units consisting of:		
(i) Shares of common stock, par value \$0.001 per share		
(ii) Warrants to purchase common stock		
Class B Units consisting of:		
(i) Shares of Series A Preferred Stock, par value \$0.001 per share		
(ii) Shares of common stock issuable on conversion of Series A Preferred Stock(3)		
(iii) Warrants to purchase common stock		
Common stock issuable upon exercise of warrants		
Total	\$4,600,000	\$573

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").  
(2) Represents only the additional number of securities being registered, including the price of additional shares of common stock and warrants to purchase shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-224840).  
(3) No separate fee is required pursuant to Rule 457(i) under the Securities Act.  
(4) The registrant previously paid filing fees of \$2,864 in connection with previous filings of its registration statement on Form S-1 (File No. 333-224840).

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

## EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) as promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and the required opinion and consents solely to register up to an aggregate of \$4,600,000 in (i) additional Class A Units, with each Class A Unit consisting of one share of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), and a warrant to purchase one share of Common Stock, (ii) additional Class B Units, with each Class B Unit consisting of one share of the Company's Series A convertible preferred stock, par value \$0.001 per share (the "**Series A Preferred Stock**") and a warrant to purchase a number of shares of Common Stock equal to \$1,000 divided by the conversion price of the Series A Preferred Stock, (iii) shares of Common Stock issuable upon conversion of the additional shares of Series A Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants included in the additional Class A Units and Class B Units. The contents of the Registration Statement on Form S-1 (Registration No. 333-224840), as amended, including the exhibits and power of attorney thereto, which was declared effective by the Securities and Exchange Commission on June 14, 2018, are incorporated by reference in this Registration Statement.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Vancouver, British Columbia, Canada, on June 14, 2018.

### ACHIEVE LIFE SCIENCES, INC.

By: /s/ Richard Stewart  
Richard Stewart  
Chief Executive Officer and Chairman

## SIGNATURES AND POWER OF ATTORNEY

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/ Richard Stewart</u> Richard Stewart	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	June 14, 2018
<u>/s/ John Bencich</u> John Bencich	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 14, 2018
<u>*</u> Scott Cormack	Director	June 14, 2018
<u>*</u> Anthony Clarke	Director	June 14, 2018
<u>*</u> Martin Mattingly	Director	June 14, 2018
<u>*</u> H. Stewart Park	Director	June 14, 2018
<u>*</u> Jay Moyes	Director	June 14, 2018
<u>*</u> Donald Joseph	Director	June 14, 2018

\* By: /s/ John Bencich  
John Bencich  
Attorney-in-Fact

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## EXHIBIT INDEX

Exhibit Number	Description
5.1	<a href="#">Opinion of Fenwick &amp; West LLP</a>
23.1	<a href="#">Consent of PricewaterhouseCoopers LLP</a>
23.2	<a href="#">Consent of Fenwick &amp; West LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney</a>

\* Incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-224840)



1191 SECOND AVENUE, 10TH FLOOR SEATTLE, WA 98101  
TEL: 206.389.4510 FAX: 206.389.4511 WWW.FENWICK.COM

June 14, 2018

Achieve Life Sciences, Inc.  
1001 W. Broadway, Suite 400  
Vancouver, BC V6H 4B1

Gentlemen/Ladies:

We have acted as counsel to Achieve Life Sciences, Inc., a Delaware corporation (the "*Company*"), in connection with the registration statement on Form S-1 (File No. 333-224840) filed with the Securities and Exchange Commission (the "*Commission*") on May 10, 2018, and each amendment thereto, and the registration statement filed by the Company with the Commission on June 14, 2018 pursuant to Rule 462(b) (collectively, the "*Registration Statement*"), relating to the registration under the Securities Act of 1933, as amended (the "*Act*"), of up to \$4,600,000 in Securities (as defined below), which may include (i) Class A Units (the "*Class A Units*"), with each Class A Unit consisting of one share of the Company's common stock, par value \$0.001 per share ("*Common Stock*"), and a warrant to purchase one share of Common Stock; (ii) Class B Units (the "*Class B Units*" and together with the Class A Units, the "*Units*"), with each Class B Unit consisting of one share of the Company's Series A convertible preferred stock, par value \$0.001 per share ("*Series A Preferred Stock*"), and a warrant to purchase a number of shares of Common Stock equal to \$1,000 divided by the conversion price of the Series A Preferred Stock, with each Class B Unit to be offered to the public at an offering price of \$1,000 per Class B Unit; (iii) shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock and (iv) shares of Common Stock issuable upon exercise of the warrants (the "*Warrant Shares*") issued under each of the Class A Units and the Class B Units (each a "*Warrant*" and together the "*Warrants*") ((i) through (iv) collectively, the "*Securities*"). The Units are to be sold by the Company pursuant to an underwriting agreement (the "*Underwriting Agreement*") to be entered into by and between the Company and Ladenburg Thalmann & Co., Inc. The Securities are to be offered and sold in the manner described in the Registration Statement and the related prospectus included therein (the "*Prospectus*").

In connection with our opinion expressed below we have examined originals or copies of the Company's certificate of incorporation, as amended (the "*Certificate*") and bylaws (the "*Bylaws*"), certain corporate proceedings of the Company's board of directors (the "*Board*") and stockholders relating to the Registration Statement and the Prospectus, the Series A Certificate of Designation, the Warrant, the Underwriting Agreement and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or government officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures on documents submitted to us, the conformity to originals of all documents submitted to us as copies, and the absence of any undisclosed termination, waiver or amendment to any document reviewed by us. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Delaware Secretary of State and representations made to us by the Company.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the Delaware General Corporation Law.

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Based upon, and subject to, the foregoing, we are of the opinion that:

1. The Class A Units and the Class B Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.
2. The shares of Common Stock included in the Class A Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.
3. The shares of Series A Preferred Stock included in the Class B Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.
4. The shares of Common Stock, when issued upon conversion of the shares of Series A Preferred Stock, will be validly issued, fully paid and non-assessable.
5. The Warrants, when issued as set forth in the Registration Statement will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.
6. The Warrant Shares, when issued upon exercise of the Warrants against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. We do not thereby admit that we are within 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 intended solely for use in connection with the issuance and sale of the Securities subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

*[Signature Page Follows]*

Very truly yours,

/s/ Fenwick & West LLP

**FENWICK & WEST 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 Achieve Life Sciences, Inc., of our report dated March 1, 2018 relating to the consolidated financial statements of Achieve Life Sciences, Inc., which appears in Achieve Life Sciences, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-1 of Achieve Life Sciences, Inc. (File No. 333-224840) incorporated by reference into this registration statement.

/s/ PricewaterhouseCoopers LLP

**Chartered Professional Accountants**

Vancouver, Canada

June 14, 2018