

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

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

ARYA Sciences Acquisition Corp III

(Exact name of registrants as specified in their charters)

Cayman Islands
(State or other jurisdiction of incorporation or organization)

6770
(Primary Standard Industrial Classification Code Number)

98-1541723
(I.R.S. Employer Identification Number)

**51 Astor Place, 10th Floor
New York, New York 10003
(212) 248-2300**

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

**Adam Stone
51 Astor Place, 10th Floor
New York, New York 10003
(212) 248-2300**

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

Copies:

**Christian O. Nagler
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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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 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. 333-239986

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, 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
Non-accelerated filer

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities being Registered	Amount being Registered	Proposed Maximum Offering Price Per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Class A ordinary shares, \$0.0001 par value(2)(3)	575,000 shares	\$10.00	\$5,750,000	\$747
Total			\$5,750,000	\$747(4)

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Represents only the additional number of securities being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-239986).
- (3) Pursuant to Rule 416(a), there are also being registered an indeterminable number of additional securities as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar transactions.
- (4) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$143,750,000 on its Registration Statement on Form S-1, as amended (File No. 333-239986), which was declared effective by the Securities and Exchange Commission on August 6, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$5,750,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional Class A ordinary shares.

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed with respect to the registration of 575,000 additional Class A ordinary shares of ARYA Sciences Acquisition Corp III, a Cayman Islands exempted company (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-239986) (the “Prior Registration Statement”), initially filed by the Registrant on July 21, 2020 and declared effective by the Securities and Exchange Commission (the “Commission”) on August 6, 2020. The required opinions of counsel and related consents and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The Registrant hereby certifies to the Commission that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at U.S. Bank as soon as practicable (but no later than the close of business as of August 7, 2020), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than August 7, 2020.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits. All exhibits filed with or incorporated by reference in the Prior Registration Statement on Form S-1 (SEC File No. 333-239986) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit No.	Description
5.1	Opinion of Ogier, Cayman Islands Counsel to the Registrant.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of Ogier (included on Exhibit 5.1).
24	Power of Attorney (included on signature page to the Registrant's Prior Registration Statement (File No. 333-239986) filed on July 21, 2020).

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 New York, New York, on the 6th day of August 2020.

ARYA SCIENCES ACQUISITION CORP III

By: /s/ Adam Stone
Name: Adams Stone
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Joseph Edelman</u> Joseph Edelman	Chairman	August 6, 2020
<u>/s/ Adam Stone</u> Adam Stone	Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2020
<u>/s/Michael Altman</u> Michael Altman	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 6, 2020
<u>/s/ Bradley L. Campbell</u> Bradley L. Campbell	Director	August 6, 2020
<u>/s/ Saqib Islam</u> Saqib Islam	Director	August 6, 2020
<u>/s/ Todd Wider</u> Todd Wider	Director	August 6, 2020



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Reference: 421268.00018

6 August 2020

Dear Sirs

ARYA Sciences Acquisition Corp III (the Company)

We have been requested to provide you with an opinion on matters of Cayman Islands law in connection with the Company's registration statement on Form S-1, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the **Commission**) under the United States Securities Act of 1933 (the **Act**), as amended, (including its exhibits, the **Registration Statement**) related to the registration with the Commission under Rule 462(b) of the Act and the offering and sale of up to an additional 575,000 Class A Ordinary Shares of the Company with a par value of US\$0.0001 each (the **Ordinary Shares**) which includes Ordinary Shares, which the several underwriters, for whom Jefferies LLC and Goldman Sachs & Co. LLC are acting as representatives, will have a right to purchase from the Company to cover over-allotments, if any.

This opinion letter is given in accordance with the terms of the Legal Matters section of the Registration Statement.

A reference to a Schedule is a reference to a schedule to this opinion and the headings herein are for convenience only and do not affect the construction of this opinion.

1 Documents examined

For the purposes of giving this opinion, we have examined the corporate and other documents and conducted the searches listed in Schedule 1. We have not made any searches or enquiries concerning, and have not examined any documents entered into by or affecting the Company or any other person, save for the searches, enquiries and examinations expressly referred to in Schedule 1.

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A list of Partners may be inspected on our website

2 Assumptions

In giving this opinion we have relied upon the assumptions set forth in Schedule 2 without having carried out any independent investigation or verification in respect of those assumptions.

3 Opinions

On the basis of the examinations and assumptions referred to above and subject to the qualifications set forth in Schedule 3 and the limitations set forth below, we are of the opinion that:

Corporate status

- (a) The Company has been duly incorporated as an exempted company with limited liability and is validly existing and in good standing with the Registrar of Companies of the Cayman Islands (**Registrar**).

Corporate power

- (b) The Company has all requisite power under its Memorandum and Articles of Association (as defined in Schedule 1) to issue the Ordinary Shares, to execute and deliver the Share Certificates (as defined in Schedule 1) and to perform its obligations, and exercise its rights, under such documents.

Corporate authorisation

- (c) The Company has taken all requisite corporate action to authorise:
 - (i) the issue of the Ordinary Shares; and
 - (ii) the execution and delivery of the Share Certificates and the performance of its obligations, and the exercise of its rights, under such documents.

Shares

- (d) The Ordinary Shares to be offered and issued by the Company as contemplated by the Registration Statement, when issued by the Company upon:
 - (i) payment in full of the consideration as set out in the Registration Statement and in accordance with the terms set out in the Registration Statement and in accordance with the Memorandum and Articles of Association; and
 - (ii) the entry of those Ordinary Shares as fully paid on the register of members of the Company,shall be validly issued, fully paid and non-assessable.

4 Matters not covered

We offer no opinion:

- (a) as to any laws other than the laws of the Cayman Islands, and we have not, for the purposes of this opinion, made any investigation of the laws of any other jurisdiction, and we express no opinion as to the meaning, validity, or effect of references in the Share Certificates to statutes, rules, regulations, codes or judicial authority of any jurisdiction other than the Cayman Islands;
- (b) except to the extent that this opinion expressly provides otherwise, as to the commercial terms of, or the validity, enforceability or effect of the documents reviewed (or as to how the commercial terms of such documents reflect the intentions of the parties), the accuracy of representations, the fulfilment of warranties or conditions, the occurrence of events of default or terminating events or the existence of any conflicts or inconsistencies among the documents and any other agreements into which the Company may have entered or any other documents; or
- (c) as to whether the acceptance, execution or performance of the Company's obligations under the documents reviewed by us will result in the breach of or infringe any other agreement, deed or document (other than the Company's Memorandum and Articles of Association) entered into by or binding on the Company.

5 Governing law of this opinion

5.1 This opinion is:

- (a) governed by, and shall be construed in accordance with, the laws of the Cayman Islands;
- (b) limited to the matters expressly stated in it; and
- (c) confined to, and given on the basis of, the laws and practice in the Cayman Islands at the date of this opinion.

5.2 Unless otherwise indicated, a reference to any specific Cayman Islands legislation is a reference to that legislation as amended to, and as in force at, the date of this opinion.

6 Who can rely on this opinion

- 6.1 This opinion is given for your benefit in connection with the Company. With the exception of your professional advisers (acting only in that capacity), it may not be relied upon by any person, other than persons entitled to rely upon it pursuant to the provisions of the Act, without our prior written consent.
- 6.2 We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. We also consent to the reference to this firm in the Registration Statement under the heading "Legal Matters".

Yours faithfully

/s/ Ogier

Ogier

SCHEDULE 1

Documents examined

Corporate and other documents

- 1 The Certificate of Incorporation of the Company dated 27 March 2020 issued by the Registrar.
- 2 The amended and restated memorandum of association of the Company adopted by special resolution passed by the Company on 6 August 2020 (**Memorandum**).
- 3 The amended and restated articles of association of the Company adopted by special resolution passed by the Company on 6 August 2020 (**Articles of Association**).
- 4 A Certificate of Good Standing dated 6 August 2020 (**Good Standing Certificate**) issued by the Registrar in respect of the Company.
- 5 A certificate dated on the date hereof as to certain matters of fact signed by a director of the Company in the form annexed hereto (the **Director's Certificate**), having attached to it a copy of written resolutions of the directors of the Company passed on 24 July 2020 and 6 August 2020 (together, the **Board Resolutions**) and the written resolutions of the pricing committee (the **Committee**) dated 6 August 2020 (the **Committee Resolutions** and, together with the Board Resolutions, the **Resolutions**).
- 6 The Register of Writs at the office of the Clerk of Courts in the Cayman Islands as inspected by us on 6 August 2020 (**Register of Writs**).
- 7 The Registration Statement.
- 8 A draft specimen certificate for Ordinary Shares (the **Share Certificates**).

SCHEDULE 2

Assumptions

Assumptions of general application

- 1 All original documents examined by us are authentic and complete.
- 2 All copy documents examined by us (whether in facsimile, electronic or other form) conform to the originals and those originals are authentic and complete.
- 3 All signatures, seals, dates, stamps and markings (whether on original or copy documents) are genuine.
- 4 Each of the Good Standing Certificate and the Director's Certificate is accurate and complete as at the date of this opinion.
- 5 Where any document has been provided to us in draft or undated form, such document has been executed by all parties in materially the form provided to us and, where we have been provided with successive drafts of the documents marked to show changes from a previous draft, all such changes have been accurately marked.

Status, authorisation and execution

- 6 In authorising the execution and delivery of the Share Certificates by the Company, the exercise of its rights and performance of its obligations under the Share Certificates, each of the directors of the Company has acted in good faith with a view to the best interests of the Company and has exercised the standard of care, diligence and skill that is required of him or her.
- 7 The Share Certificates has or will be duly executed and unconditionally delivered by the Company in the manner authorised in the Resolutions.

Enforceability

- 8 None of the opinions expressed herein will be adversely affected by the laws or public policies of any jurisdiction other than the Cayman Islands. In particular, but without limitation to the previous sentence:
 - (a) the laws or public policies of any jurisdiction other than the Cayman Islands will not adversely affect the capacity or authority of the Company; and
 - (b) neither the execution or delivery of the Share Certificates nor the exercise by any party of its rights or the performance of its obligations under the Share Certificates contravene those laws or public policies.

- 9 There are no agreements, documents or arrangements (other than the documents expressly referred to in this opinion as having been examined by us) that materially affect or modify the Share Certificates or the transactions contemplated by them or restrict the powers and authority of the Company in any way.
- 10 None of the transactions contemplated by the Share Certificates relate to any shares, voting rights or other rights (**Relevant Interests**) that are subject to a restrictions notice issued pursuant to the Companies Law (Revised) (**Companies Law**) of the Cayman Islands (a **Restrictions Notice**).

Share Issuance

- 11 The Ordinary Shares shall be issued at an issue price in excess of the par value thereof.
- 12 The draft amended and restated articles of association appended to the Registration Statement will be adopted by the Company in accordance with the Articles of Association prior to the date that any Ordinary Shares are issued by the Company.

SCHEDULE 3

Qualifications

Good Standing

- 1 Under the Companies Law (Revised) of the Cayman Islands annual returns in respect of the Company must be filed with the Registrar, together with payment of annual filing fees. A failure to file annual returns and pay annual filing fees may result in the Company being struck off the Register of Companies, following which its assets will vest in the Financial Secretary of the Cayman Islands and will be subject to disposition or retention for the benefit of the public of the Cayman Islands.
- 2 **In good standing** means only that as of the date of the Good Standing Certificate the Company is up-to-date with the filing of its annual returns and payment of annual fees with the Registrar. We have made no enquiries into the Company's good standing with respect to any filings or payment of fees, or both, that it may be required to make under the laws of the Cayman Islands other than the Companies Law.

Limited liability

- 3 We are not aware of any Cayman Islands authority as to when the courts would set aside the limited liability of a shareholder in a Cayman Islands company. Our opinion on the subject is based on the Companies Law of the Cayman Islands and English common law authorities, the latter of which are persuasive but not binding in the courts of the Cayman Islands. Under English authorities, circumstances in which a court would attribute personal liability to a shareholder are very limited, and include: (a) such shareholder expressly assuming direct liability (such as a guarantee); (b) the company acting as the agent of such shareholder; (c) the company being incorporated by or at the behest of such shareholder for the purpose of committing or furthering such shareholder's fraud, or for a sham transaction otherwise carried out by such shareholder. In the absence of these circumstances, we are of the opinion that a Cayman Islands' court would have no grounds to set aside the limited liability of a shareholder.

Non-Assessable

- 4 In this opinion letter, the phrase "non-assessable" means, with respect to the Ordinary Shares in the Company, that a shareholder shall not, solely by virtue of its status as a shareholder, be liable for additional assessments or calls on the Ordinary Shares by the Company or its creditors (except in exceptional circumstances, such as involving fraud, the establishment of an agency relationship or an illegal or improper purpose or other circumstance in which a court may be prepared to pierce or lift the corporate veil).

Register of Writs

5 Our examination of the Register of Writs cannot conclusively reveal whether or not there is:

- (a) any current or pending litigation in the Cayman Islands against the Company; or
- (b) any application for the winding up or dissolution of the Company or the appointment of any liquidator or trustee in bankruptcy in respect of the Company or any of its assets,

as notice of these matters might not be entered on the Register of Writs immediately or updated expeditiously or the court file associated with the matter or the matter itself may not be publicly available (for example, due to sealing orders having been made). Furthermore, we have not conducted a search of the summary court. Claims in the summary court are limited to a maximum of CI \$20,000.

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 July 29, 2020, relating to the balance sheet of ARYA Sciences Acquisition Corp III as of April 2, 2020, and the related statements of operations, changes in shareholder's equity and cash flows for the period from March 27, 2020 (inception) through April 2, 2020, appearing in Amendment No. 2 to the Registration Statement on Form S-1, File No. 333-239986.

/s/ WithumSmith+Brown, PC

New York, New York
August 6, 2020
