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

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

ASCENDIS PHARMA A/S
(Exact Name of Registrant as Specified in its Charter)

The Kingdom of Denmark
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Tuborg Boulevard 12
DK-2900 Hellerup, Denmark
+45 36 94 44 86

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

Thomas P. Soloway
Senior Vice President, Chief Financial Officer
Ascendis Pharma, Inc.
530 Lytton Avenue, 2nd Floor
Palo Alto 94301, California, USA
(650) 617-3406

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

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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 Rule 462(b) 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. 333-201050

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. (Check one):

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 offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Ordinary shares, DKK 1 nominal value per share(3)	1,150,000	\$18.00	\$20,700,000	\$2,405.34

- (1) Represents only the additional number of shares being registered and includes 150,000 additional shares, represented by American Depositary Shares, or ADSs, that the underwriters have the option to purchase. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-201050).
- (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 and the initial public offering price per ADS. The Registrant previously registered securities at an aggregate offering price not to exceed \$103,500,000 on a Registration Statement on Form F-1 (File No. 333-201050), which was declared effective by the Securities and Exchange Commission on January 27, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$20,700,000 is hereby registered.
- (3) Each ADS represents one ordinary share. ADSs issuable upon deposit of the ordinary shares registered hereby are registered pursuant to a separate registration statement on Form F-6 (File No. 333-201695).

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 with respect to the registration of additional securities of Ascendis Pharma A/S pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form F-1, as amended (File No. 333-201050) (the “Original Registration Statement”), which was declared effective by the Securities and Exchange Commission on January 27, 2015, are incorporated in this registration statement by reference. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Original Registration Statement.

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Hellerup, Denmark, on January 27, 2015.

ASCENDIS PHARMA A/S

By: /s/ Jan Møller Mikkelsen

Jan Møller Mikkelsen
President and Chief Executive Officer

SIGNATURES

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>
<u>/s/ Jan Møller Mikkelsen</u> Jan Møller Mikkelsen	President, Chief Executive Officer, Board Member and Executive Director <i>(Principal Executive Officer)</i>	January 27, 2015
<u>/s/ Thomas P. Soloway</u> Thomas P. Soloway	Senior Vice President, Chief Financial Officer and Executive Director <i>(Principal Financial Officer)</i>	January 27, 2015
<u>/s/ Peter Rasmussen</u> Peter Rasmussen	Vice President, Finance <i>(Principal Accounting Officer)</i>	January 27, 2015
<u>/s/ Michael Wolff Jensen, L.L.M.</u> Michael Wolff Jensen, L.L.M.	Chairman of the Board of Directors	January 27, 2015
<u>*</u> Albert Cha, M.D., Ph.D.	Board Member	January 27, 2015
<u>*</u> Edwin de Graaf	Board Member	January 27, 2015
<u>*</u> James I. Healy, M.D., Ph.D.	Board Member	January 27, 2015
<u>*</u> Michael Mayer	Board Member	January 27, 2015
<u>*</u> Martin Olin	Board Member	January 27, 2015
<u>*</u> Jonathan T. Silverstein, J.D.	Board Member	January 27, 2015
<u>*</u> Rafaèle Tordjman, M.D., Ph.D.	Board Member	January 27, 2015

*By: /s/ Jan Møller Mikkelsen
Jan Møller Mikkelsen
Attorney-in-fact

Signature of Authorized U.S. Representative of Registrant

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Ascendis Pharma A/S has signed this registration statement on January 27, 2015.

Ascendis Pharma, Inc.

By: /s/ Thomas P. Soloway

Name: Thomas P. Soloway

Title: Senior Vice President,
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1(1)	Form of Underwriting Agreement.
5.1	Opinion of Mazanti-Andersen Korsø Jensen.
23.1	Consent of independent registered public accounting firm.
23.2	Consent of Mazanti-Andersen Korsø Jensen (included in Exhibit 5.1).
24.1(2)	Power of Attorney.
(1)	Previously filed as Exhibit 1.1 to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-201050), originally filed with the Securities and Exchange Commission on December 18, 2014 and incorporated by reference herein.
(2)	Previously filed on the signature page to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-201050), originally filed with the Securities and Exchange Commission on December 18, 2014 and incorporated by reference herein.



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ADVOKATPARTNERSELSKAB
VAT DK 35 89 20 52

REF. 47505
27.1.2015

Re. Registration with the US Securities and Exchange Commission of American Depositary Shares representing ordinary shares in the share capital of the Issuer

1. Introduction

- 1.1** I act as Danish legal adviser to the Issuer in connection with the Registration. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Initial Registration Statement, Supplemental Registration or related prospectus (the “**Prospectus**”), other than as expressly stated herein with respect to the issue of the Registration Shares. Certain terms used in this opinion are defined in Annex 1 (Definitions).

2. Danish Law

- 2.1** This opinion is limited to Danish law in effect on the date of this opinion and we express no opinion with regard to the laws of any other jurisdiction. The opinion (including all terms used in it) is in all respects to be construed in accordance with Danish law.

3. Scope of Inquiry

3.1 For the purpose of this opinion, I have examined, and relied upon the accuracy of the factual statements and compliance with the undertakings in, the following documents:

3.1.1 A copy of the Initial Registration Statement and the Supplemental Registration Statement.

3.1.2 A copy of:

- a) the Issuer's deed of incorporation and articles of association as in effect on today's date;
- b) a compiled summary from the Danish Business Authority dated as of today's date; and
- c) the Owners' Register.

3.2 A copy of:

- a) the Shareholders' Resolutions; and
- b) the form of the Underwriting Agreement.

3.3 In addition, I have examined such documents, and performed such other investigations, as I consider for the purpose of this opinion. My examination has been limited to the text of the documents. With your consent I have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters.

4. Opinion

4.1 Based on the documents and investigations referred to in paragraph 3, I am of the following opinion:

Upon i) final and valid approval and resolution by the Board of Directors of the Company of the capital increase and of the number of Registration Shares to be issued and the price and allocation thereof, pursuant to authorizations in the articles of association as in effect on today's date, ii) subscription of the Registration Shares, including full payment of the subscription price for the Registration Shares to an

account in the name of the Issuer, iii) registration of the Board of Directors' resolutions to increase the share capital with the Danish Business Authority, and iv) the due entry into the Owners' Register of the Registration Shares by the Company's share registrar, the Registration Shares will have been validly issued and will be fully paid and nonassessable. Nonassessable shall in this context mean, in relation to a share, that the issuer of the share has no right to require the holder of the share to pay to the issuer any amount (in addition to the amount required for the share to be fully paid) solely as a result of his shareholding.

5. Reliance

- 5.1** This opinion is an exhibit to the Supplemental Registration Statement and may be relied upon for the purpose of the Registration. It may not be supplied, and its contents or existence may not be disclosed, to any person other than as an exhibit to (and therefore together with) the Supplemental Registration Statement and may not be relied upon for any purpose other than the Registration.
- 5.2** Any and all liability and other matters relating to this opinion shall be governed exclusively by Danish law and the Danish courts shall have exclusive jurisdiction to settle any dispute relating to this opinion.
- 5.3** The Issuer may:
- a) file this opinion as an exhibit to the Supplemental Registration Statement; and
 - b) refer to Mazanti-Andersen Korsø Jensen Law Firm giving this opinion under the heading "Legal Matters" in the Prospectus.
- 5.4** The previous sentence is no admittance from me (or Mazanti-Andersen Korsø Jensen) that I am (or Mazanti-Andersen Korsø Jensen is) in the category of persons whose consent for the filing and reference in that paragraph is required under Section 7 of the Securities Act or any rules or regulations of the SEC promulgated under it.

Yours sincerely,

/s/ Lars Lüthjohan Jensen

Lars Lüthjohan Jensen

In this opinion:

“**Danish law**” means the law directly applicable in Denmark.

“**Initial Registration Statement**” means the registration statement on Form F-1 (Registration No. 333-201050) in relation to the Registration initially filed with the SEC on December 18, 2014 (excluding any documents incorporated by reference in it and any exhibits to it).

“**IPO**” means the listing of the Company’s American Depositary Shares on The NASDAQ Global Market.

“**Issuer**” means Ascendis Pharma A/S, with corporate seat in Gentofte, Denmark.

“**Option Shares**” means up to the new ordinary shares, nominal value DKK 1 each, in the Issuer’s share capital, underlying the American Depositary Shares created by The Bank of New York Mellon which may be subscribed for by the Underwriters pursuant to an over-allotment option provided by the Issuer.

“**Owners’ Register**” means the Issuer’s owners’ register.

“**Registration**” means the registration of the Registration Shares with the SEC under the Securities Act.

“**Registration Shares**” means the Subscription Shares and the Option Shares.

“**Registration Statement**” means the registration statement on Form F-1 (Registration No. 333-201050) in relation to the Registration initially filed with the SEC on December 18, 2014 (excluding any documents incorporated by reference in it and any exhibits to it).

“**SEC**” means the U.S. Securities and Exchange Commission.

“**Securities Act**” means the U.S. Securities Act of 1933, as amended.

“**Shareholders’ Resolutions**” means the minutes for the general meeting held on 26 January 2015 resolving amendments to the articles of association providing, inter alia, for i) the issuance of bonus shares, ii) the adoption of an authorization to the Board of Directors to issue the Registration Shares, iii) adoption of certain authorizations to the Board of Directors to issue shares, convertible bonds and warrants following an IPO, iv) adoption of conversion of the shares of the Issuer into one share class in book-entry form; and v) adoption of certain amendments and changes to the articles of association to reflect the listing of the Issuer’s shares and amendment of its articles of association.

“**Supplemental Registration Statement**” means a registration statement on Form F-1MEF relating to the Initial Registration Statement to be filed pursuant to Rule 462(b) promulgated under the Securities Act.

“**Subscription Shares**” means the new ordinary shares, nominal value DKK 1 each, in the Issuer’s share capital, underlying the American Depositary Shares created by The Bank of New York Mellon to be subscribed for by the underwriters in the IPO.

“**Underwriting Agreement**” means the draft underwriting agreement between the Issuer and the underwriters named in it filed as an exhibit to the Registration Statement.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form F-1, filed pursuant to Rule 462(b) under the Securities Act of 1933, of our report dated August 1, 2014 (January 16, 2015, as to the effects of the bonus share issuance and the consequential impact on the warrants as described in Note 1), relating to the consolidated financial statements of Ascendis Pharma A/S (which report expresses an unqualified opinion on the financial statements and includes an explanatory paragraph referring to the restatement of the previously issued consolidated financial statements for the year ended December 31, 2013 and substantial doubts over going concern, as described in Note 1), appearing in the Registration Statement on Form F-1 (No. 333-201050).

We also consent to the reference to us under the heading “Experts” in such Registration Statement on Form F-1 (File No. 333-201050).

Deloitte Statsautoriseret Revisionspartnerselskab

Copenhagen, Denmark
January 27, 2015

/s/ Jens Sejer Pedersen
State Authorised
Public Accountant

/s/ Flemming Larsen
State Authorised
Public Accountant