

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

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

FIBROGEN, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

77-0357827
(I.R.S. Employer
Identification No.)

**409 Illinois St.
San Francisco, CA 94158
(415) 978-1200**

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

**Thomas B. Neff
Chief Executive Officer
FibroGen, Inc.
409 Illinois Street
San Francisco, CA 94158
(415) 978-1200**

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

Copies to:

**Glen Sato
Michael E. Tenta
Cooley LLP
3175 Hanover Street
Palo Alto, CA 94304
(650) 843-5000**

**Michael Lowenstein
Vice President, Legal Affairs
FibroGen, Inc.
409 Illinois Street
San Francisco, CA 94158
(415) 978-1200**

**John L. Savva
Sullivan & Cromwell LLP
1870 Embarcadero Road
Palo Alto, CA 94303
(650) 461-5600**

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, 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. 333-199069)

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)(3)
Common Stock, \$0.01 per share par value	1,150,000 shares	\$18.00	\$20,700,000	\$2,406

- (1) The shares being registered pursuant to this Registration Statement are in addition to the 8,165,000 shares registered pursuant to the Registrant's Registration Statement on Form S-1 (Registration No. 333-199069). Includes the additional 150,000 shares the underwriters have the option to purchase.
- (2) Based on the initial public offering price.
- (3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

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

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional shares of common stock, par value \$0.01 per share, of FibroGen, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits to, and all information incorporated by reference in, the Registration Statement on Form S-1, as amended (Registration No. 333-199069) (the "Prior Registration Statement"), which was declared effective by the Commission on November 13, 2014. This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,150,000 shares, including 150,000 shares that may be sold pursuant to the underwriters' option to purchase additional shares. The additional shares of common stock that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on the 13th day of November, 2014.

FIBROGEN, INC.

By: /s/ THOMAS B. NEFF

Name: Thomas B. Neff

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>
<u>/s/ THOMAS B. NEFF</u> Thomas B. Neff	Chief Executive Officer and Chairman of the Board (<i>Principal Executive Officer</i>)	November 13, 2014
<u>/s/ PAT COTRONEO</u> Pat Cotroneo	Vice President, Finance, and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	November 13, 2014
<u>*</u> Thomas F. Kearns Jr.	Director	November 13, 2014
<u>*</u> Kalevi Kurkijärvi, Ph.D.	Director	November 13, 2014
<u>*</u> Miguel Madero	Director	November 13, 2014
<u>*</u> Rory B. Riggs	Director	November 13, 2014
<u>*</u> Roberto Pedro Rosenkranz, Ph.D. M.B.A	Director	November 13, 2014
<u>*</u> Jorma Routti, Ph.D.	Director	November 13, 2014
<u>*</u> James A. Schoeneck	Director	November 13, 2014
<u>*</u> Julian N. Stern	Director	November 13, 2014
<u>*</u> Toshinari Tamura, Ph.D.	Director	November 13, 2014

* Pursuant to Power of Attorney

By: /s/ THOMAS B. NEFF

Thomas B. Neff
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see pages II-8 and II-9 of the Registration Statement on Form S-1 (File No. 333-199069), filed with the Securities and Exchange Commission on October 1, 2014 and incorporated herein by reference).



Michael E. Tenta
T: +1 650 843 5636
mtenta@cooley.com

November 13, 2014

FibroGen, Inc.
409 Illinois Street
San Francisco, CA 94158

Ladies and Gentlemen:

We have acted as counsel to FibroGen, Inc., a Delaware corporation (the "**Company**"), in connection with the filing of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b), promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering (the "**Offering**") of up to 1,150,000 shares of the Company's common stock, par value \$0.01 (the "**Shares**") to be sold by the Company (including up to 150,000 Shares that may be sold by the Company upon exercise of an option granted to the underwriters). We are acting as counsel for the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-199069), which was declared effective on November 13, 2014 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Amended Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect as of the date hereof, (c) the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.3 to the Prior Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 3.4 to the Prior Registration Statement, each of which will be in effect upon the closing of the Offering and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware.

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November 13, 2014

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On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Validity of Common Stock" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Michael E. Tenta

Michael E. Tenta

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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 June 11, 2014, except for the effects of the reverse stock split described in Note 1, as to which the date is November 10, 2014, relating to the consolidated financial statements of FibroGen, Inc., which appears in Amendment No. 5 to the Registration Statement on Form S-1 (No. 333-199069). We also consent to the reference to us under the heading "Experts" in Amendment No. 5 to the Registration Statement on Form S-1 incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California

November 13, 2014