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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

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**NantKwest, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**43-1979754**  
(I.R.S. Employer  
Identification Number)

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**2533 South Coast Highway 101, Suite 210  
Cardiff-by-the-Sea, California 92007  
(858) 633-0300**

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

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**Patrick Soon-Shiong, M.D., FRCS (C), FACS  
Chairman and Chief Executive Officer  
NantKwest, Inc.**

**2533 South Coast Highway 101, Suite 210  
Cardiff-by-the-Sea, California 92007  
(858) 633-0300**

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

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**Copies to:**

**Martin J. Waters  
Daniel R. Koeppen  
Wilson Sonsini Goodrich & Rosati, P.C.  
12235 El Camino Real, Suite 200  
San Diego, California 92130  
(858) 350-2300**

**Barry J. Simon, M.D.  
President and Chief Operating Officer  
Conkwest, Inc.  
2533 South Coast Highway 101, Suite 210  
Cardiff-by-the-Sea, California 92007  
(858) 633-0300**

**Charles S. Kim  
Sean M. Clayton  
Kristin E. VanderPas  
Cooley LLP  
4401 Eastgate Mall  
San Diego, California 92121  
(858) 550-6000**

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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, as amended, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-205124

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

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$0.0001 per share	1,481,200	\$25.00	\$37,030,000	\$4,303

- (1) Represents only the additional number of shares being registered and includes an additional 193,200 shares issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that registrant previously registered on Registration Statement on Form S-1 (File No. 333-205124), as amended (the "Registration Statement").
- (2) The registrant previously registered securities with an aggregate offering price not to exceed \$185,150,000 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on July 27, 2015. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Registration Statement, or \$37,030,000, is hereby registered.
- (3) Calculated pursuant to Rule 457(a) under the Securities Act.

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**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.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, NantKwest, Inc., a Delaware corporation, is filing this registration statement with the Securities and Exchange Commission, or SEC. This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-205124), which we originally filed on June 19, 2015, or the Registration Statement, and which the SEC declared effective on July 27, 2015.

We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.0001 per share, offered by us by 1,481,200 shares, 193,200 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of common stock. 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 Registration Statement. The information set forth in the Registration Statement is incorporated by reference in this filing.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

## 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 Cardiff-by-the-Sea, State of California, on July 27, 2015.

### NANTKWEST, INC.

By: /s/ Patrick Soon-Shiong  
Patrick Soon-Shiong  
*Chairman of the Board of Directors and 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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick Soon-Shiong</u> Patrick Soon-Shiong	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	July 27, 2015
<u>/s/ Barry J. Simon</u> Barry J. Simon	President, Chief Operating Officer and Director	July 27, 2015
<u>/s/ Richard Gomberg</u> Richard Gomberg	Chief Financial Officer (Principal Financial and Accounting Officer)	July 27, 2015
<u>*</u> Steve Gorlin	Vice Chairman of the Board of Directors	July 27, 2015
<u>*</u> Michael D. Blaszyk	Director	July 27, 2015
<u>*</u> Henry Ji	Director	July 27, 2015
<u>*</u> Richard Kusserow	Director	July 27, 2015
<u>*</u> John T. Potts, Jr.	Director	July 27, 2015
<u>*</u> Robert Rosen	Director	July 27, 2015
<u>*</u> John C. Thomas, Jr.	Director	July 27, 2015

\*By: /s/ Patrick Soon-Shiong  
Patrick Soon-Shiong  
Attorney-in-fact

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Form S-1 Registration Statement filed on July 15, 2015 (Registration No. 333-205124)).

July 27, 2015

NantKwest, Inc.  
2533 South Coast Highway 101, Suite 210  
Cardiff-by-the-Sea, California 92007

**Re: Securities Registered under Registration Statement on Form S-1 (File No. 333-205124) and Registration Statement filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act")**

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1 (the "**Registration Statement**"), filed by NantKwest, Inc. (the "**Company**") with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act in connection with the registration under the Securities Act of 1,481,200 shares of the Company's common stock, \$0.0001 par value per share (the "**Shares**"), including up to 193,200 shares issuable upon exercise of an option to purchase additional shares granted by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-205124) (the "**Prior Registration Statement**"), which was declared effective on July 27, 2015, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold by the Company to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

AUSTIN BEIJING BRUSSELS HONG KONG LOS ANGELES NEW YORK PALO ALTO SAN DIEGO  
SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, DC WILMINGTON, DE

July 27, 2015

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On the basis of the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation



**Mayer Hoffman McCann P.C.**

An Independent CPA Firm

10616 Scripps Summit Court  
San Diego, California 92131  
858-795-2000 ph  
858-795-2001 fx  
www.mhm-pc.com

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the reference to our firm under the caption “Experts” included in the Registration Statement on Form S-1 and the related Prospectus (Form S-1 No. 333-205124) of NantKwest, Inc. (fka Conkwest, Inc.) and to the incorporation by reference in this Registration Statement (Form S-1) filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of NantKwest, Inc., of our report dated April 17, 2015, except for the subsequent events noted in Note 17, and the effects of the forward stock split as described in Note 1 as to which the date is July 15, 2015, with respect to the financial statements of NantKwest, Inc., for the each of the two years ended December 31, 2013 and 2014.

/s/ Mayer Hoffman McCann P.C.

San Diego, California

July 27, 2015