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

**Amendment No. 1
to
Form F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

ERYTECH Pharma S.A.
(Exact name of registrant as specified in its charter)

Not Applicable
(Translation of registrant's name into English)

France
(State or other jurisdiction of
incorporation or organization)

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

**60 Avenue Rockefeller
69008 Lyon France
Tel: +33 4 78 74 44 38**
(Address and telephone number of registrant's principal executive offices)

**ERYTECH Pharma, Inc.
One Main Street, Suite 1150
Cambridge, Massachusetts 02142
+1 857 706 1585**
(Name, address and telephone number of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

**Marc A. Recht
Brian F. Leaf
Courtney T. Thorne
Cooley LLP
500 Boylston Street
Boston, Massachusetts 02116
+1 617 937 2300**

**Arnaud Duhamel
Guilhem Richard
Gide Loyrette Nouel A.A.R.P.I.
15 rue de Laborde
75008 Paris France
+33 1 40 75 00 00**

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please 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.

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 registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective on filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

[†] The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 (“Amendment No. 1”) to the Registration Statement on Form F-3 (“Registration Statement”) is being filed solely for the purpose of filing an updated Exhibit 5.1 and updating Item 9 of the Registration Statement accordingly. This Amendment No. 1 does not modify any provision of the prospectus that forms a part of the Registration Statement and accordingly, such prospectus has been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 9. Exhibits.

The following exhibits are filed with this registration statement or are incorporated herein by reference.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference herein from Form or Schedule</u>	<u>Filing Date</u>	<u>SEC File/Reg. Number</u>
1.1*	Form of Underwriting Agreement.				
1.2**	Sales Agreement, dated September 21, 2020, by and between the Registrant and Cowen and Company, LLC.		F-3 (Exhibit 1.2)	September 21, 2020	333-248953
4.1**	Bylaws (statuts) of the registrant (English translation).		F-3 (Exhibit 4.1)	September 21, 2020	333-248953
4.2**	Amended and Restated Deposit Agreement.		F-3 (Exhibit 4.2)	September 21, 2020	333-248953
4.3**	Form of American Depositary Receipt (included in Exhibit 4.2).		F-3 (Exhibit 4.3)	September 21, 2020	333-248953
4.4*	Form of Warrant.				
5.1	Opinion of Gide Loyrette Nouel A.A.R.P.I.	X			
5.2**	Opinion of Gide Loyrette Nouel A.A.R.P.I.		F-3 (Exhibit 5.2)	September 21, 2020	333-248953
23.1**	Consent of KPMG S.A.		F-3 (Exhibit 23.1)	September 21, 2020	333-248953
23.2	Consent of Gide Loyrette Nouel A.A.R.P.I. (included in the opinion filed as Exhibit 5.1).	X			
24.1**	Powers of Attorney (included on signature page).		F-3 (Exhibit 24.1)	September 21, 2020	333-248953

* To be subsequently filed, if applicable, by an amendment to this registration statement or as an exhibit to a report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, including any Report on Form 6-K, and incorporated herein by reference.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lyon, France on October 7, 2020.

ERYTECH PHARMA S.A.

By: /s/ Gil Beyen
Name: Gil Beyen
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gil Beyen</u> Gil Beyen	Chief Executive Officer and Director (Principal Executive Officer)	October 7, 2020
<u>/s/ Eric Soyer</u> Eric Soyer	Chief Financial Officer, Chief Operating Officer and Deputy General Manager (Principal Financial Officer and Principal Accounting Officer)	October 7, 2020
<u>*</u> Jean-Paul Kress, M.D.	Chairman of the Board of Directors	October 7, 2020
<u>*</u> Sven Andréasson	Director	October 7, 2020
<u>*</u> Philippe Archinard, Ph.D.	Director	October 7, 2020
<u>*</u> Luc Dochez, Pharm.D.	Director	October 7, 2020
<u>*</u> Martine Ortin George, M.D.	Director	October 7, 2020
<u>*</u> Melanie Rolli	Director	October 7, 2020
<u>*</u> Hilde Windels	Director	October 7, 2020

*By: /s/ Gil Beyen
Gil Beyen
Attorney-in-fact



October 7, 2020

ERYTECH Pharma S.A.
60 Avenue Rockefeller
69008 Lyon
France

Re: Registration Statement on Form F-3 of ERYTECH Pharma S.A.

Ladies and Gentlemen:

We are acting as special French counsel for ERYTECH Pharma S.A. (the “**Company**”), a French société anonyme, in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the “**Commission**”) of a Form F-3 Registration Statement (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”). The Company has provided us with a prospectus (the “**Base Prospectus**”), which forms part of the Registration Statement. The Base Prospectus may be amended from time to time in connection with any further post-effective amendments to the Registration Statement, and the Base Prospectus provides that it will be supplemented in the future by one or more prospectus supplements (each, a “**Prospectus Supplement**”). The Registration Statement, as amended from time to time, including the Base Prospectus (as supplemented from time to time by one or more Prospectus Supplements), provides for the registration by the Company of an indeterminate amount of (i) the Company’s ordinary shares, €0.10 nominal value per share (the “**Ordinary Shares**”), including Ordinary Shares that may be issued in the form of American Depositary Shares (the “**ADSs**”) and (ii) warrants (*bons de souscription d’actions*) to purchase Ordinary Shares, including in the form of ADSs (the “**Warrants**,” and, together with the Ordinary Shares and the ADSs, the “**Securities**”), with the maximum aggregate public offering price of all such securities to be issued by the Company under the Registration Statement not to exceed \$100,000,000, as further described in the Registration Statement. The Securities are being registered for offering and sale from time to time pursuant to Rule 415 under the Securities Act.

In rendering the opinion expressed below, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of such agreements, documents and records of the Company, and such instruments and certificates of officers and other representatives of the Company and public officials, as we have deemed necessary as the basis for such opinion, and have made such investigations of law as we have deemed necessary or appropriate as a basis for such opinion.

We have assumed that (i) the Registration Statement, and any amendments thereto, will have become effective under the Securities Act (and will remain effective at the time of issuance of any Securities thereunder); (ii) a Prospectus Supplement to the extent required by applicable law and the relevant rules and regulations of the Commission will be timely filed with the Commission; (iii) the resolutions authorizing the Company to issue, offer and sell the Securities as adopted by the extraordinary shareholders’ meeting and/or the Board of Directors of the Company (the “**Board**”) and/or the chief executive officer (*directeur général*), as applicable, will be in full force and effect at all times at which the Securities are issued, offered or sold by the Company, (iv) the definitive terms of the Securities will have been established in accordance with the authorizing resolutions adopted by the extraordinary shareholders’ meeting and/or the Board and/or the chief executive officer (*directeur général*), as applicable, the Company’s bylaws and applicable law, and (v) the Company will issue and deliver the Securities in the manner contemplated in the Registration Statement and the amount of Securities will remain within the limits of the then authorized but unissued amounts of Securities, (vi) all Securities will be issued in compliance with applicable securities and corporate law, (vii) with respect to any Warrants, the terms and conditions of such Warrants will constitute valid and legally binding obligations of the Company according to applicable laws, enforceable against it in accordance with their terms, and (viii) any subscription, purchase, underwriting, placement or similar agreement will constitute a valid and binding obligation of each party thereto other than the Company. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon statements and representations of the Company and its officers and other representatives and of public officials.

GIDE LOYRETTE NOUËL A.A.R.P.I.
15 rue de Laborde - 75008 Paris | tél. +33 (0)1 40 75 60 00 | info@gide.com - gide.com | Palais T03

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations stated herein, we are of the opinion that (1) the Ordinary Shares, when (a) the extraordinary shareholders' meeting of the Company and, if applicable, the Board and/or the chief executive officer (*directeur général*), have taken all necessary corporate action to authorize the issuance of, and establish the terms of, the offering of the Ordinary Shares and related matters and (b) issued, sold and delivered in the manner and for the consideration stated in the applicable definitive purchase, underwriting, placement or similar agreement approved by the Board and/or the chief executive officer (*directeur général*), as the case may be, upon payment of the consideration provided therein to the Company and issuance of the depositary certificate (*certificat du dépositaire*) in respect thereof, will be validly issued, fully paid and non-assessable and (2) the Warrants, when (a) the extraordinary shareholders' meeting of the Company and, if applicable, the Board and/or the chief executive officer (*directeur général*) of the Company, have taken all necessary corporate action to authorize the issuance of and establish the terms and conditions of such Warrants and the terms of the offering of the Warrants and related matters, and (b) issued, sold and delivered in the manner and for the consideration stated in the applicable definitive subscription, purchase, underwriting, placement or similar agreement approved by the Board and/or the chief executive officer as the case may be, and upon payment of the consideration provided therein, then the Warrants will constitute valid and legally binding obligations of the Company, enforceable against it in accordance with their terms.

The term "non-assessable", which has no recognized meaning in French law, for the purposes of this opinion means that no present or future holder of ordinary shares will be subject to personal liability, by reason of being such a holder, for additional payments or calls for further funds by the Company or any other person after the issuance of the ordinary shares.

We do not undertake or accept any obligation to update this opinion to reflect subsequent changes in French law or factual matters arising after the date of effectiveness of the Registration Statement.

This opinion is subject to any limitation arising from ad hoc mandate (*mandat ad hoc*), conciliation (*conciliation*), accelerated safeguard (*sauvegarde accélérée*), accelerated financial safeguard (*sauvegarde financière accélérée*), safeguard (*sauvegarde*), judicial reorganisation (*redressement judiciaire*), judicial liquidation (*liquidation judiciaire*) (including a provision that creditors' proofs of debts denominated in foreign currencies would be converted into euros at the rate applicable on the date of the court decision instituting the accelerated safeguard (*sauvegarde accélérée*), the accelerated financial safeguard (*sauvegarde financière accélérée*), the safeguard (*sauvegarde*), the judicial reorganisation (*redressement judiciaire*) and the judicial liquidation (*liquidation judiciaire*) proceedings), insolvency, moratorium and other laws of general application affecting the rights of creditors.

We are members of the Paris bar and this opinion is limited to the laws of the Republic of France. This opinion is subject to the sovereign power of the French courts to interpret agreements and assess the facts and circumstances of any adjudication. This opinion is given on the basis that it is to be governed by, and construed in accordance with, the laws of the Republic of France.

This opinion is addressed to you solely for your benefit in connection with the Registration Statement. It is not to be transmitted to anyone else nor is it to be relied upon by anyone else or for any other purpose, or quoted or referred to in any public document (other than the Registration Statement) or filed with anyone without our prior written express consent.

We hereby consent to the filing with the Commission of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to Gide Loyrette Nouel A.A.R.P.I. under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gide Loyrette Nouel A.A.R.P.I.