

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

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BELLUS HEALTH INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

275 Armand-Frappier Blvd.
Laval, Québec
Canada
(Address of Principal Executive Offices)

Not applicable
(I.R.S. Employer
Identification No.)

H7V 4A7
(Zip Code)

Stock Option Plan
(Full title of the plan)

C T Corporation System
1015 15th Street, NW
Suite 1000
Washington, District of Columbia 20005
(Name and address of agent for service)

(202) 572-3111
(Telephone number, including area code, of agent for service)

Copy to:

<p>François Desjardins BELLUS Health Inc. 275 Armand-Frappier Blvd. Laval, Québec Canada (450) 680-4551</p>	<p>Thomas M. Rose Troutman Sanders LLP 401 9th Street, NW Suite 1000 Washington, District of Columbia 20004 (757) 687-7715</p>
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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 securities to be registered ⁽¹⁾	Amount to be registered ⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common shares, no par value, subject to outstanding options	277,042 shares	\$3.43⁽³⁾	\$950,254.06	\$123.34
Common shares, no par value, not subject to outstanding options	1,716,639 shares	\$10.78⁽⁴⁾	\$18,505,368.42	\$2,402.00
Total	1,993,681 shares		\$19,455,622.48	\$2,525.34

(1) Common shares, no par value, of BELLUS Health Inc. (the “**Registrant**”) pursuant to the Registrant’s Stock Option Plan (effective May 15, 2012 and as amended February 26, 2020) (the “**Plan**”).

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement also covers an indeterminate number of additional common shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as provided in the Plan.

(3) Based on the weighted average exercise price of \$3.43 of options granted under the Plan outstanding as of May 13, 2020.

(4) Calculated in accordance with Rule 457(c) and (h) based on the average of the high and low prices for the Registrant’s common shares reported on the Nasdaq Global Market on May 13, 2020, which was \$10.78 per share.

**INCORPORATION BY REFERENCE OF CONTENTS
OF REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed by the Registrant for the purpose of registering an additional 1,993,681 common shares issuable pursuant to the Plan. These additional common shares are securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same employee benefit plan is effective. The Registrant previously registered common shares for issuance under the Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 25, 2019 (File No. 333-233922), and subsequently amended by Post-Effective Amendment No. 1 filed with the Commission on April 21, 2020. Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed as part of this registration statement:

Number	Description
<u>4.1</u>	<u>Stock Option Plan (effective May 15, 2012) (incorporated herein by reference to Exhibit 4.1 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 (File No. 333-233922), filed with the Commission on April 21, 2020)</u>
<u>4.2</u>	<u>Amended Stock Option Plan (effective February 26, 2020) (incorporated herein by reference to Exhibit 4.2 to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 (File No. 333-233922), filed with the Commission on April 21, 2020)</u>
<u>5.1</u>	<u>Opinion of Davies Ward Phillips & Vineberg LLP</u>
<u>23.1</u>	<u>Consent of Davies Ward Phillips & Vineberg LLP (included in the Opinion filed as Exhibit 5.1)</u>
<u>23.2</u>	<u>Consent of KPMG LLP</u>
<u>24.1</u>	<u>Powers of Attorney (included on the signature pages to this registration statement)</u>

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 S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Laval, Province of Québec, Canada, on May 14, 2020.

BELLUS HEALTH INC.
(Registrant)

By: /s/ François Desjardins
François Desjardins
Vice President, Finance

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roberto Bellini and François Desjardins, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to the registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all said attorneys-in-fact and agents of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 indicated on May 14, 2020.

Signature

Title

/s/ Roberto Bellini
Roberto Bellini

Chief Executive Officer and Director
(Principal Executive Officer)

/s/ François Desjardins
François Desjardins

Vice President, Finance
(Principal Financial and Accounting Officer)

/s/ Francesco Bellini
Francesco Bellini

Chairperson of the Board of Directors

/s/ Youssef L. Bennani
Youssef L. Bennani

Director

/s/ Franklin M. Berger
Franklin M. Berger

Director

/s/ Clarissa Desjardins
Clarissa Desjardins

Director

Chau Q. Khuong

Director

/s/ Pierre Larochelle
Pierre Larochelle

Director

/s/ Joseph Rus
Joseph Rus

Director

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of BELLUS Health Inc. in the United States, in the City of Newark, State of Delaware, on May 14, 2020.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

May 14, 2020

BELLUS Health Inc.
275 Armand-Frappier Blvd.
Laval, Québec H7V 4A7
Canada

Re: BELLUS Health Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

At your request, we have examined the form of Registration Statement on Form S-8 (the “**Registration Statement**”) being filed by BELLUS Health Inc. (the “**Company**”) with the United States Securities and Exchange Commission in connection with the registration under the United States Securities Act of 1933, as amended (the “**Act**”), of 1,993,681 common shares of the Company (the “**Shares**”), issuable under the Company’s Stock Option Plan (effective May 15, 2012 and as amended February 26, 2020) (the “**Plan**”).

For the purpose of this opinion, we have made such investigations and examined the originals, or duplicate, certified, conformed, facsimiled or photostatic copies of such corporate records, agreements, documents and other instruments and have made such other investigations as we have considered necessary or relevant for the purposes of this opinion. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers, or other representatives of the Company, and such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth herein. This opinion is limited to the laws of Canada. We do not express any opinion on any laws other than the laws of Canada.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, electronic, or facsimile copies and the authenticity of the originals of such documents. In making our examination of executed documents or documents which may be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties, of such documents and that such documents constitute or will constitute valid and binding obligations of the parties thereto. We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, however, we do not admit that we are “experts” within the meaning of Section 11 of the Act as amended, or within the category of persons whose consent is required by Section 7 of the Act.

In connection with our opinions expressed below, we have assumed that, at or prior to the time of the issuance of any such Shares, the authorization to issue the Shares pursuant to the Plan will not have been modified or rescinded by the Board of Directors of the Company and there will not have occurred any change in law affecting the validity or enforceability of such issuance of the Shares. We have also assumed that neither the issuance of the Shares, nor the compliance by the Company with the terms of the Plan, will violate any applicable federal, provincial or state law or will result in a violation of any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body having jurisdiction over the Company.

This opinion is limited to the laws of Canada. We do not express any opinion on any laws other than the laws of Canada.

Based upon and subject to the foregoing, as of the date hereof, we are of the opinion that, following their issuance upon the due exercise and full payment therefor in accordance with the terms of the Plan, the Shares will, at the time of their issuance, be validly issued and outstanding as fully paid and non-assessable common shares of the Company.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under the Act or the rules and regulations promulgated thereunder.

This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in the laws of Canada.

This opinion is provided solely for the benefit of the addressee of this opinion in connection with the filing of the Registration Statement. This opinion may not be relied upon by anyone else or used for any other purpose without our prior written consent.

Yours truly,

(signed) *Davies Ward Phillips & Vineberg LLP*



KPMG LLP
600 de Maisonneuve Blvd West
Suite 1500, Tour KPMG
Montréal (Québec) H3A 0A3
Tel. 514-840-2100
Fax. 514-840-2187
www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
BELLUS Health Inc.

We, KPMG, LLP, consent to the use of our:

- report dated February 26, 2020, on the consolidated financial statements which comprise the consolidated statement of financial position as of December 31, 2019, the related consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2019, and the related notes;
- report dated February 20, 2019, on the consolidated financial statements which comprise the consolidated statement of financial position as of December 31, 2018, the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

which reports are incorporated by reference herein.

A handwritten signature in black ink that reads 'KPMG LLP' with a horizontal line underneath.

May 14, 2020
Montreal, Canada

*CPA auditor, CA, public accountancy permit No. A122596
