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

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROCKET PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

04-3475813
(I.R.S. Employer Identification No.)

**9 Cedar Brook Drive
Cranbury, NJ 08512
(646) 440-9100**

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

**Gaurav Shah, MD
President, Chief Executive Officer and Director
The Empire State Building
350 Fifth Avenue
Suite 7530
New York, New York 10118
(646) 440-9100**

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

**Copies to:
Sarah Ashfaq, Esq.
William D. Collins, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

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, as amended, other than securities offered only in connection with dividend or interest reinvestment plans, 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: 333-232168

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.D. or a post-effective amendment thereto that shall become effective upon 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.D. 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 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 checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" 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 each class of securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee ⁽²⁾
Common Stock, par value \$0.01 per share	\$46,744,266	\$5,099.80

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$350,000,000 on a Registration Statement on Form S-3 (File No. 333-232168), which was filed by the registrant on June 17, 2019 and declared effective on June 24, 2019 (the "Prior Registration Statement"). 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 \$46,744,266 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.

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

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

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Rocket Pharmaceuticals, Inc. (the “**Registrant**”) is filing this Registration Statement on Form S-3 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-3 (File No. 333-232168) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on June 17, 2019, and which the Commission declared effective on June 24, 2019.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of securities offered by the Registrant by a proposed aggregate offering price of \$46,744,266, which includes shares that may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s common stock. The additional securities 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 of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
<u>5.1</u>	Opinion of Goodwin Procter LLP.
<u>23.1</u>	Consent of EisnerAmper LLP, Independent Registered Public Accounting Firm.
<u>23.2</u>	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
<u>24.1</u>	Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-3 (File No. 333-232168) filed on June 17, 2019).

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 Cranbury, New Jersey on December 9, 2020.

ROCKET PHARMACEUTICALS, INC.

By: /s/ Gaurav Shah, MD

Gaurav Shah, MD

President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Gaurav Shah, MD</u> Gaurav Shah, MD	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 9, 2020
<u>/s/ John Militello</u> John Militello	Senior Controller <i>(Principal Financial and Accounting Officer)</i>	December 9, 2020
<u>*</u> Carsten Boess	Director	December 9, 2020
<u>*</u> Pedro Granadillo	Director	December 9, 2020
<u>*</u> Gotham Makker, MD	Director	December 9, 2020
<u>*</u> David P. Southwell	Director	December 9, 2020
<u>*</u> Roderick Wong, MD	Director (Chairman)	December 9, 2020
<u>*</u> Naveen Yalamanchi, MD	Director	December 9, 2020
<u>/s/ Elisabeth Björk</u> Elisabeth Björk, M.D., Ph.D.	Director	December 9, 2020
<u>/s/ Gaurav Shah</u> Gaurav Shah, MD <i>Attorney-in-Fact</i>		

December 9, 2020

Rocket Pharmaceuticals, Inc.
9 Cedar Brook Drive
Cranbury, NJ 08512

Re: Securities Registered under Registration Statement on Form S-3

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-3 filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), supplementing the Registration Statement on Form S-3 pursuant to the Securities Act (File No. 333-232168) (as amended or supplemented, the "Initial Registration Statement") (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by Rocket Pharmaceuticals, Inc., a Delaware corporation (the "Company") of up to \$46,744,266 in shares (the "Shares") of the Company's Common Stock, \$0.01 par value per share, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement of Rocket Pharmaceuticals, Inc. on Form S-3 to be filed on or about December 9, 2020 of our report dated March 6, 2020 on our audit of the consolidated financial statements as of December 31, 2019 and 2018 and for the years then ended, which report was included in the Annual Report on Form 10-K filed on March 6, 2020. Our report includes an explanatory paragraph that refers to a change in the method of accounting for leases due to the adoption of Accounting Standards Update 2016-02, Leases.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Philadelphia, Pennsylvania
December 9, 2020
