

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

BLUEJAY DIAGNOSTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3841

(Primary Standard Industrial
Classification Code Number)

47-3552922

(I.R.S. Employer
Identification Number)

**360 Massachusetts Avenue, Suite 203
Acton, MA 01720**

Telephone: (844) 327-7078

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Neil Dey

Chief Executive Officer and President

360 Massachusetts Avenue, Suite 203

Acton, MA 01720

Telephone: (844) 327-7078

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Ralph V. De Martino, Esq.
Cavas Pavri, Esq.
Schiff Hardin LLP
901 K Street NW
Suite 700
Washington, DC 20001
Telephone: (202) 724.6848

Robert F. Charron, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
Telephone: (212) 931-8704

Approximate date of commencement of proposed sale to the public: **As soon as practicable after the effective date of this registration statement.**

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. 333-260029

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.

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.

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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Maximum Aggregate Offering Price⁽¹⁾⁽²⁾⁽³⁾	Amount of Registration Fee
Units: ⁽⁷⁾	\$ 4,140,000	\$ 383.78
Common stock, par value \$0.0001 per share ⁽⁴⁾	—	—
Warrants to purchase common stock ⁽⁴⁾	—	—
Shares of common stock issuable upon exercise of the Class A Warrants	\$ 2,898,000	\$ 268.64
Shares of common stock issuable upon exercise of the Class B Warrants	\$ 4,140,000	\$ 383.78
Series E Convertible Preferred Stock ⁽⁶⁾	—	—
Shares of common stock underlying the Series E Convertible Preferred Stock	—	—
Underwriter's warrants ⁽⁵⁾	—	—
Common stock underlying Underwriters' warrants ⁽⁵⁾	\$ 258,750	\$ 23.99
Total	\$ 11,436,750	\$ 1,060.19⁽⁹⁾

(1) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.

(2) Pursuant to Rule 416, the securities being registered hereunder include such indeterminate number of additional securities as may be issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(3) Includes the price of additional shares of common stock and warrants to purchase shares of common stock that the underwriters have the option to purchase to cover overallocments, if any.

(4) Included in the price of the units. No separate registration fee is required pursuant to Rule 457(g) under the Securities Act.

(5) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(g) under the Securities Act. We have calculated the proposed maximum aggregate offering price of the common stock underlying the underwriter's warrants by assuming that such warrants are exercisable at a price per share equal to 125% of the public offering price of the common stock in the units sold in this offering.

(6) The maximum aggregate offering price of the common stock proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any Series E Convertible Preferred Stock offered and sold in the offering.

(7) Each unit includes (i) one share of common stock (or, at the purchaser's election, one share of Series E Convertible Preferred Stock), (ii) one Class A Warrant, and (iii) one Class B Warrant.

(8) Represents 4,500,000 shares of common stock at an assumed price of \$10.00, the public offering price.

(9) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$102,183,750 on its Registration Statement on Form S-1, as amended (File No. 333-260029) which was declared effective by the Securities and Exchange Commission on November 9, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$11,436,750 is hereby registered.

The 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

This Registration Statement on Form S-1 is being filed with respect to the registration of 414,000 additional Units of Bluejay Diagnostics, Inc., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1. Each Unit consists of (a) one share of Registrant common stock (or, at the purchaser’s election, one share of Series E Convertible Preferred Stock), (b) one Class A warrant to purchase one share of Registrant common stock at an exercise price equal to \$7.00 per share, exercisable until the fifth anniversary of the issuance date, and (c) one Class B warrant to purchase one share of Registrant common stock at an exercise price equal to \$10.00 per share, exercisable until the fifth anniversary of the issuance date. In addition, this Registration Statement is being filed with respect to the registration of a warrant to purchase up to 20,700 shares of common stock that may be issued to the representative of the underwriters (or its designees) in the offering subject to the Registration Statement. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-260029) (the “Prior Registration Statement”), initially filed by the Registrant on October 4, 2021 and declared effective by the Securities and Exchange Commission (the “Commission”) on November 9, 2021. The required opinion of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (SEC File No. 333-260029) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

5.1 [Opinion of Schiff Hardin LLP](#)

23.1 [Consent of Wolf and Company, P.C.](#)

23.2 [Consent of Schiff Hardin LLP \(included on Exhibit 5.1\).](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Acton, Commonwealth of Massachusetts, on the 9th day of November, 2021.

BLUEJAY DIAGNOSTICS INC.

By: /s/ Neil Dey

Name: Neil Dey

Title: Chief Executive Officer and President

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.

Name	Position	Date
<u>/s/ Neil Dey</u> Neil Dey	President, Chief Executive Officer and Director	November 9, 2021
<u>/s/ Gordon Kinder</u> Gordon Kinder	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 9, 2021
<u>*</u> Douglas Wurth	Chairman of the Board	November 9, 2021
<u>*</u> Svetlana Dey	Director	November 9, 2021
<u>*</u> Donald R. Chase	Director	November 9, 2021
<u>*</u> Fred S. Zeidman	Director	November 9, 2021

* Pursuant to power of attorney

By: /s/ Gordon Kinder
Gordon Kinder
Attorney-in-fact

November 9, 2021

BlueJay Diagnostics, Inc.
360 Massachusetts Avenue, Suite 203
Acton, MA 01720

Re: Form S-1 Registration Statement

Ladies and Gentlemen:

We have acted as counsel to BlueJay Diagnostics, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-1 (as amended, the "Registration Statement"), filed by the Company on November 9, 2021 with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act").

The Registration Statement incorporates by reference the registration statement on Form S-1 (Registration No. 333-260029) initially filed with the Commission on October 4, 2021, as amended to date (the "Prior Registration Statement"), which was declared effective by the Commission on November 9, 2021. The Registration Statement relates to the registration, pursuant to Rule 462(b) under the Securities Act, of the offer and sale of: (A) \$4,140,000 of units (the "Units") of securities of the Company, with each Unit consisting of (a) one share of common stock, par value \$0.0001 per share, of the Company ("Common Stock") (or, to each purchaser whose purchase of shares of Common Stock in such offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% of the Company's outstanding Common Stock immediately following the consummation of such offering, a share of the Company's Series E Preferred Stock (the "Preferred Stock") (and the shares of Common Stock issuable from time to time upon conversion of the Preferred Stock), in lieu of a share of Common Stock), (b) one Class A warrant to purchase one share of Common Stock (the "Class A Warrants"), and (c) one Class B warrant to purchase one share of Common Stock (the "Class B Warrants," and collectively, with the Class A Warrants, the "Warrants"); and (B) \$258,750 of underwriters' warrants to purchase shares of Common Stock (and the shares of Common Stock issuable from time to time upon exercise of the Underwriters' Warrants) (the "Underwriters' Warrants"). Each share of Preferred Stock will be convertible into one share of Common Stock. The Common Stock, Preferred Stock, Warrants, and Underwriters' Warrants are referred to herein collectively as the "Securities." The Securities are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters ("Underwriting Agreement").

In connection with our opinion, we have examined the Registration Statement, including the exhibits thereto, the form of Underwriters' Warrant, and such other documents, corporate records and instruments, and have examined such laws and regulations, as we have deemed necessary for the purposes of this opinion. In making 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 and the legal capacity of all natural persons. As to matters of fact material to our opinions in this letter, we have relied on certificates and statements from officers and other employees of the Company, public officials and other appropriate persons.

Based on the foregoing and subject to the qualifications set forth below, we are of the opinion that:

1. The Securities have been duly authorized for issuance by all necessary corporate action by the Company.
 2. The shares of Common Stock, when issued and sold as described in the Registration Statement, will be validly issued, fully paid and non-assessable.
 3. The shares of Preferred Stock, if purchased in lieu of Common Stock, when issued and sold as described in the Registration Statement, will be validly issued, fully paid and non-assessable.
 4. Provided that the Units, the Warrants and Underwriters' Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers or underwriters, such Units, Warrants and Underwriters' Warrants, when issued as contemplated in the Registration Statement, will be valid and binding obligations of the Company.
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5. The shares of Common Stock issuable pursuant to each of the Class A Warrants, Class B Warrants and Underwriter's Warrants, upon payment to the Company of the required consideration, and when issued and sold by the Company and paid for in accordance with the terms of the Class A Warrants, Class B Warrants, or Underwriters' Warrants, as applicable, and as described in the Registration Statement, will be validly issued, fully paid and non-assessable.

6. The shares of Common Stock issuable pursuant to the conversion of the Preferred Stock, and when issued by the Company in accordance with the terms of the Preferred Stock, as described in the Registration Statement, will be validly issued, fully paid and non-assessable.

The opinions set forth above are subject to the following qualifications:

A. The opinion expressed herein with respect to the legality, validity, binding nature and enforceability of the Units, Warrants and Underwriters' Warrant is subject to (i) applicable laws relating to bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting creditors' rights generally, whether now or hereafter in effect and (ii) general principles of equity, including, without limitation, concepts of materiality, laches, reasonableness, good faith and fair dealing and the principles regarding when injunctive or other equitable remedies will be available (regardless of whether considered in a proceeding at law or in equity).

B. The foregoing opinions are limited to the laws of the State of New York and the General Corporation Law of Delaware, and we express no opinion as to the laws of any other jurisdiction.

The opinions expressed in this opinion letter are as of the date of this opinion letter only and as to laws covered hereby only as they are in effect on that date, and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may come to our attention after that date or any changes in law that may occur or become effective after that date. The opinions herein are limited to the matters expressly set forth in this opinion letter, and no opinion or representation is given or may be inferred beyond the opinions expressly set forth in this opinion letter.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the use of this firm's name under the caption "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are within 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/ Schiff Hardin LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Bluejay Diagnostics, Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated June 30, 2021, relating to the financial statements of Bluejay Diagnostics, Inc., appearing in the Prospectus, which is incorporated by reference in this Registration Statement.

We also consent to the reference to our Firm under the caption "Experts" in such Prospectus.

/s/ Wolf & Company, P.C.

Wolf & Company, P.C.

Boston, Massachusetts

November 9, 2021
