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

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

10x Genomics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3826
(Primary Standard Industrial
Classification Code Number)

46-5614458
(I.R.S. Employer
Identification Number)

**6230 Stoneridge Mall Road
Pleasanton, California 94588
(925) 401-7300**

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

**Serge Saxonov
Chief Executive Officer
10x Genomics, Inc.
6230 Stoneridge Mall Road
Pleasanton, California 94588
(925) 401-7300**

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

With copies to:

**Kevin P. Kennedy
Simpson Thacher & Bartlett LLP
2475 Hanover Street
Palo Alto, California 94304
(650) 251-5000**

**Eric S. Whitaker
Randy Wu
James Bryant
10x Genomics, Inc.
6230 Stoneridge Mall Road
Pleasanton, California 94588
(925) 401-7300**

**Charles S. Kim
David Peinsipp
Kristin VanderPas
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000**

Approximate date of commencement of the proposed sale of the securities 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, 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. File No. 333-248654

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, 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 of 1934.

Large accelerated filer

Accelerated filer

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	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Class A Common Stock, par value \$0.00001 per share	575,000	\$110.00	\$63,250,000	\$8,209.85

- (1) Represents only the additional number of shares of Class A Common Stock being registered, and includes 75,000 additional shares of Class A Common Stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-248654).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$423,470,250.00 on the Registration Statement on Form S-1, as amended (File No. 333-248654), which was declared effective by the Securities and Exchange Commission on September 10, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$63,250,000 are hereby registered.

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

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

10x Genomics, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement on Form S-1 with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#) (File No. 333-248654) (the “Prior Registration Statement”), which was declared effective by the Commission on September 10, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 575,000 shares the number of shares of its Class A Common Stock, par value \$0.00001 per share, to be registered for sale, 75,000 of which may be sold by the Registrant upon exercise of the underwriters’ option to purchase additional shares. The additional shares 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 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 opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

Exhibit Number	Description
5.1#	<u>Opinion of Simpson Thacher & Bartlett LLP (incorporated by reference to Exhibit 5.1 filed with the Registrant's Registration Statement on Form S-1 (File No. 333-248654) filed with the Commission on September 8, 2020).</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2#	<u>Consent of Simpson Thacher & Bartlett LLP (included in Exhibit 5.1).</u>
24.1#	<u>Power of Attorney (included on the signature page to the Registrant's Registration on Form S-1 (File No. 333-248654) filed with the Commission on September 8, 2020 and incorporated herein by reference).</u>
#	Previously filed.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, California, on the 10th day of September, 2020.

10X GENOMICS, INC.

By: /s/ Serge Saxonov

Name: Serge Saxonov

Title: Chief Executive Officer and Director

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Serge Saxonov</u> Serge Saxonov	Chief Executive Officer and Director (Principal Executive Officer)	September 10, 2020
<u>*</u> Benjamin J. Hindson	President and Director	September 10, 2020
<u>/s/ Justin J. McAnear</u> Justin J. McAnear	Chief Financial Officer (Principal Accounting and Financial Officer)	September 10, 2020
<u>*</u> John R. Stuelpnagel	Chairman of the board of directors	September 10, 2020
<u>*</u> Sridhar Kosaraju	Director	September 10, 2020
<u>*</u> Mathai Mammen	Director	September 10, 2020
<u>*</u> Kimberly Popovitz	Director	September 10, 2020
<u>*</u> Bryan E. Roberts	Director	September 10, 2020
<u>*</u> Shehnaaz Suliman	Director	September 10, 2020

*By: /s/ Justin J. McAnear

Justin J. McAnear, Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated February 27, 2020, with respect to the consolidated financial statements of 10x Genomics, Inc. incorporated by reference in the Registration Statement (Form S-1 No. 333-248654) and related Prospectus of 10x Genomics, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Redwood City, California
September 10, 2020