The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

Notice of Exempt Offering of Securities

OMB APPROVAL
OMB 3235-

Number: 0076 Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Names

X None

Entity Type

<u>0001658551</u> X Corporation

Name of Issuer Limited Partnership

Amylyx Pharmaceuticals, Inc.

Limited Liability Company

General Partnership

Incorporation/Organization

DELAWARE

General Partnership
Business Trust
Other (Specify)

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Amylyx Pharmaceuticals, Inc.

Street Address 1 Street Address 2

**43 THORNDIKE STREET** 

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

CAMBRIDGE MASSACHUSETTS 02141 617-683-0917

3. Related Persons

Last Name First Name Middle Name

Cohen Joshua

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Klee Justin

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Chubb Stephen

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Milne George

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Finn Peter

Street Address 1 Street Address 2

c/o Rubin and Rudman LLP 53 State Street

City State/Province/Country ZIP/PostalCode

Boston MASSACHUSETTS 02110

**Relationship:** X Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Gilbert Walter

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Cheng Isaac

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Von Coerper Felix

Street Address 1 Street Address 2

43 Thorndike Street

City State/Province/Country ZIP/PostalCode

Cambridge MASSACHUSETTS 02141

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

### 4. Industry Group

Agriculture
Banking & Financial Services
Commercial Banking

Insurance Investing

Investment Banking
Pooled Investment Fund
Is the issuer registered as
an investment company under

the Investment Company Act of 1940?

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Yes No

Other Banking & Financial Services

**Business Services** 

Energy

Coal Mining
Electric Utilities

Energy Conservation

**Environmental Services** 

Oil & Gas

Other Energy

X Decline to Disclose

Health Care Retailing
Biotechnology Restaurants

Health Insurance Technology
Hospitals & Physicians Computers

X Pharmaceuticals Telecommunications
Other Health Care Other Technology

Manufacturing Travel

Real Estate Airlines & Airports

Commercial Lodging & Conventions
Construction Tourism & Travel Sorvice

Other

Tourism & Travel Services

REITS & Finance

Other Travel

Other Travel

Other Real Estate

Residential

### 5. Issuer Size

#### OR **Revenue Range** Aggregate Net Asset Value Range No Revenues No Aggregate Net Asset Value \$1 - \$5,000,000 \$1 - \$1,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000 \$5,000,001 -\$25,000,001 - \$50,000,000 \$25,000,000 \$25,000,001 -\$50,000,001 - \$100,000,000 \$100,000,000 Over \$100,000,000 Over \$100,000,000

Decline to Disclose

Not Applicable Not Applicable

# 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)	
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)	
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)	
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)	
X Rule 506(b) Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)	
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)	

Section 3(c)(7)

7. Type of Filing X New Notice Date of First Sale 2020-06-18 First Sale Yet to Occur Amendment 8. Duration of Offering Does the Issuer intend this offering to last more than one year? Yes X No 9. Type(s) of Securities Offered (select all that apply) X Equity Pooled Investment Fund Interests Debt Tenant-in-Common Securities Option, Warrant or Other Right to Acquire Another Security Mineral Property Securities Security to be Acquired Upon Exercise of Option, Warrant or Other (describe) Other Right to Acquire Security 10. Business Combination Transaction Is this offering being made in connection with a business combination transaction, such Yes X No as a merger, acquisition or exchange offer? Clarification of Response (if Necessary): 11. Minimum Investment Minimum investment accepted from any outside investor \$10,000 USD 12. Sales Compensation Recipient Recipient CRD Number X None (Associated) Broker or Dealer CRD (Associated) Broker or Dealer X None X None Number **Street Address 1 Street Address 2** ZIP/Postal State/Province/Country City Code State(s) of Solicitation (select all that apply) All Check "All States" or check individual Foreign/non-US States States 13. Offering and Sales Amounts **Total Offering Amount** \$30,000,000 USD or Indefinite **Total Amount Sold** \$30,000,000 USD Total Remaining to be Sold \$0 USD or Indefinite Clarification of Response (if Necessary): 14. Investors Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as 17 accredited investors, enter the total number of investors who already have invested in the offering: 15. Sales Commissions & Finder's Fees Expenses Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

known, provide an estimate and check the box next to the amount.

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD X Estimate

Clarification of Response (if Necessary):

**Executive Compensation** 

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Amylyx Pharmaceuticals, Inc.	PETER B. FINN	Peter B. Finn	Secretary	2020-07-01

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.