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

**POST-EFFECTIVE AMENDMENT NO. 1
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Alamar Biosciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation organization)

3826
(Primary Standard Industrial
Classification Code Number)

36-4899036
(I.R.S. Employer
Identification No.)

**47071 Bayside Parkway
Fremont, California 94538
(510) 626-9888**

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

Yuling Luo, Ph.D.
Founder, Chairman and Chief Executive Officer
Alamar Biosciences, Inc.
47071 Bayside Parkway
Fremont, California 94538
(510) 626-9888

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

Copies to:

**Kristin VanderPas
Charles S. Kim
Dave Peinsipp
Cooley LLP
3 Embarcadero Center
20th Floor
San Francisco, California 94111
(415) 693-2000**

**Nathan Ajiashvili
Ross McAloon
B. Shayne Kennedy
Latham & Watkins LLP
1271 Avenue of the Americas
New York, New York 10020
(212) 906-1200**

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, please 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. ☐

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, 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 ☒

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. ☐

This registration statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (“Amendment No. 1”) to the Registration Statement on Form S-1, as amended ([File No. 333-294697](#)), declared effective by the Securities and Exchange Commission on April 16, 2026 (“Registration Statement”), is being filed solely for the purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits

Exhibit Number	Exhibit Description
5.1	Opinion of Cooley LLP
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on page II-5 of the Registration Statement and incorporated by reference herein.

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 the City of Fremont, State of California on April 20, 2026.

ALAMAR BIOSCIENCES, INC.

By: /s/ Yuling Luo, Ph.D.

Yuling Luo, Ph.D.

Chief Executive Officer

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/ Yuling Luo, Ph.D.</u> Yuling Luo, Ph.D.	Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	April 20, 2026
<u>/s/ Justin McAnear</u> Justin McAnear	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	April 20, 2026
<u>*</u> Rebecca Chambers	Director	April 20, 2026
<u>*</u> Shiping Chen, Ph.D.	Director	April 20, 2026
<u>*</u> Nicholas Naclerio, Ph.D.	Director	April 20, 2026
<u>*</u> Ian Ratcliffe	Director	April 20, 2026
<u>*</u> Frank R. Witney	Director	April 20, 2026

By: /s/ Yuling Luo, Ph.D.

Yuling Luo, Ph.D.

Attorney-in-fact



David Peinsipp
+1 (415) 693-2177
dpeinsipp@cooley.com

April 20, 2026

Alamar Biosciences, Inc.
47071 Bayside Pkwy
Fremont, CA 94538

Ladies and Gentlemen:

We have acted as counsel to Alamar Biosciences, Inc, a Delaware corporation (the “**Company**”), in connection with the filing by the Company of a registration statement (No. 333-294697) on Form S-1 (the “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”), including a related prospectus included in the Registration Statement (the “**Prospectus**”), covering an underwritten public offering of up to 12,937,500 shares (the “**Shares**”) of its common stock, par value \$0.0001 per share, including up to 1,687,500 Shares that may be sold pursuant to the exercise of an option to purchase additional Shares granted to the underwriters.

In connection with this opinion, we have (i) examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company’s certificate of incorporation and bylaws, each as currently in effect, and (c) such other records, documents, opinions, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, in reliance thereon and subject to the assumptions, qualifications, limitations and exceptions contained herein, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

Cooley LLP 3 Embarcadero Center, 20th Floor, San Francisco, CA 94111-4004
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This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the reference to our firm under the caption “Legal Matters” in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving such consents, we do not thereby 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 of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ David Peinsipp

David Peinsipp

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