

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1 to
Form S-3 Registration Statement No. 333-269156
Form S-3 Registration Statement No. 333-275241

*UNDER
THE SECURITIES ACT OF 1933*

ProSomnus, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-2978216
(I.R.S. Employer
Identification Number)

5675 Gibraltar Drive
Pleasanton, California 94588
(Address of principal executive offices, including zip code)

Len Liptak
Chief Executive Officer
5675 Gibraltar Drive
Pleasanton, California 94588
(844) 537-5337
(Name, address, and telephone number, including area code, of agent for service)

Copies to:
Andrew Hoffman
Austin D. March
Wilson Sonsini Goodrich & Rosati, P.C.
One Market Plaza, Spear Tower, Suite 3300
San Francisco, CA 94105
Telephone: (415) 947-2000

Approximate date of commencement of proposed sale to the public: Not applicable. Removal from registration of securities that were not sold pursuant to the above referenced 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, 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.

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
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.

DEREGISTRATION OF SECURITIES

These Post-Effective Amendments related to the following Registration Statements on Form S-3 (collectively, the “Registration Statements”) previously filed by ProSomnus, Inc. (the “Registrant”) with the Securities and Exchange Commission (the “SEC”) are being filed to deregister any and all shares of the Registrant’s Common Stock, par value \$0.0001 per share (“Common Stock”), and the Registrant’s Warrants to Purchase Shares of Common Stock, at an exercise price of \$11.50 per share (the “Warrants”), registered but unsold or otherwise unissued under each such Registration Statement as of the date hereof:

- [Registration Statement on Form S-3 \(File No. 333-269156\), which was filed with the SEC on February 5, 2024, registering 19,541,871 shares of Common Stock and 2,411,848 Warrants;](#) and
- [Registration Statement on Form S-3 \(File No. 333-275241\), which was filed with the SEC on February 5, 2024, registering 45,272,288 shares of Common Stock.](#)

As previously disclosed, on May 7, 2024, the Registrant and certain of its existing affiliates and subsidiaries filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The cases are being administered under the caption *In re ProSomnus, Inc., et al.* (Case No. 24-10972 (JTD)). Additionally, as previously disclosed, on July 30, 2024, the Bankruptcy Court entered an order confirming the *Amended Joint Chapter 11 Plan of Reorganization of ProSomnus, Inc. and its Debtor Affiliates* (including all exhibits and supplements thereto, the “Plan”). On August 5, 2024, the Plan will become effective pursuant to its terms. Pursuant to the Plan, upon its effectiveness, all outstanding shares of ProSomnus’s Common Stock and all outstanding Warrants to purchase Common Stock will be cancelled and extinguished.

As a result of the foregoing, and pursuant to the Plan, the Registrant has terminated any and all offerings of its securities pursuant to the Registration Statements. Accordingly, the Registrant hereby terminates the effectiveness of the Registration Statements and, in accordance with an undertaking made by the Registrant in Part II of the Registration Statements, removes from registration, by means of post-effective amendment, any and all securities that had been registered for issuance but remain unsold under the Registration Statements as of August 2, 2024.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused these Post-Effective Amendments to the above-referenced Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pleasanton, California on this 2nd day of August, 2024.

PROSOMNUS, INC.

By: /s/ Brian B. Dow

Name: Brian B. Dow

Title: Chief Financial Officer

No other person is required to sign these Post-Effective Amendments in reliance on Rule 478 of the Securities Act of 1933, as amended.
