

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549  
**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**VERADERMICS, INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
 (State or other jurisdiction of  
 incorporation or organization)

**2834**  
 (Primary Standard Industrial  
 Classification Code Number)

**84-3304423**  
 (I.R.S. Employer  
 Identification Number)

470 James St.  
 New Haven, CT 06513  
 (228) 372-3376

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

Reid Waldman, M.D.  
 Chief Executive Officer  
 Veradermics, Incorporated  
 470 James St.  
 New Haven, CT 06513  
 (228) 372-3376

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

*Copies to:*

**Zachary Blume**  
**Nicholas Roper**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**  
**(617) 951-7000**

**Michael Greco**  
**General Counsel**  
**Veradermics, Incorporated**  
**470 James St.**  
**New Haven, CT 06513**  
**(228) 372-3376**

**Divakar S. Gupta**  
**Ryan Sansom**  
**Madison A. Jones**  
**Cooley LLP**  
**55 Hudson Yards**  
**New York, NY 10001**  
**(212) 479-6000**

**Approximate date of commencement of proposed sale 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.  333-292657

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.

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.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

### **Explanatory Note and Incorporation By Reference**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement relates to the public offering of common stock, par value \$0.00001 per share ("Common Stock"), of Veradermics, Incorporated (the "Registrant"), contemplated by the Registration Statement on Form S-1, as amended (File No. 333-292657), initially filed by the Registrant with the Securities and Exchange Commission (the "Commission") on January 9, 2026 (as amended, the "Prior Registration Statement") pursuant to the Securities Act, which was declared effective by the Commission on January 29, 2026. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares to be offered in the public offering by \$33,775,498, which includes additional shares that the underwriters have the option to purchase. The additional shares of Common Stock 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 Exhibit 107 to the Prior Registration Statement.

The required opinion and consents are listed in Part II, Item 16 hereto and filed herewith.

**PART II**  
**Information Not Required in Prospectus**

**Item 16. Exhibit List**

Exhibit Number	Description of Exhibit
5.1	<a href="#">Opinion of Ropes &amp; Gray LLP</a>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP independent registered public accounting firm</a>
23.2	<a href="#">Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney</a>
107	<a href="#">Filing Fee Table</a>

\* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-292657), originally filed with the Securities and Exchange Commission on January 9, 2026 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 on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Haven, Connecticut, on the 3<sup>rd</sup> day of February, 2026.

#### VERADERMICS, INCORPORATED

By: /s/ Reid Waldman  
Reid Waldman, M.D.  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 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/ Reid Waldman, M.D.</u> Reid Waldman, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	February 3, 2026
<u>/s/ Dominic Carrano, CPA</u> Dominic Carrano, CPA	Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	February 3, 2026
<u>*</u> David Friedman, M.D.	Director	February 3, 2026
<u>*</u> John W. Childs	Director	February 3, 2026
<u>*</u> Vlad Coric, M.D.	Director	February 3, 2026
<u>*</u> Katarina Pance, Ph.D.	Director	February 3, 2026
<u>*</u> Patrick Enright	Director	February 3, 2026
<u>*</u> Jane Grant-Kels, M.D.	Director	February 3, 2026

\*By: /s/ Reid Waldman, M.D.  
Reid Waldman, M.D.





ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

February 3, 2026

Veradermics, Incorporated  
470 James St.  
New Haven, CT 06513

Ladies and Gentlemen:

We have acted as counsel to Veradermics, Incorporated, a Delaware corporation (the "Company"), in connection with (i) the Registration Statement on Form S-1 (File No. 333-292657) (as amended through the date hereof, the "Initial Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and (ii) the second Registration Statement on Form S-1 filed by the Company pursuant to Rule 462(b) under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with the filing of the 462(b) Registration Statement, relating to the registration of up to 1,986,794 shares of the common stock, \$0.00001 par value per share, of the Company (the "Securities"), which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, if any. The Securities are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") by and among the Company and Jefferies LLC, Leerink Partners LLC, Citigroup Global Markets Inc. and Cantor Fitzgerald & Co., as representatives of the underwriters named therein.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Securities have been duly authorized and, when issued and delivered pursuant to the Underwriting Agreement and against payment of the consideration set forth therein, will be, validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the 462(b) Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, 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.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference this registration statement on Form S-1 of our report dated October 24, 2025 (January 28, 2026, as to the effects of the reverse stock split discussed in Note 13), relating to the financial statements of Veradermics, Inc. appearing in Registration Statement No. 333-292657 on Form S-1 of Veradermics, Inc. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Deloitte & Touche LLP

Hartford, Connecticut

February 3, 2026