

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

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

**REVIVA PHARMACEUTICALS HOLDINGS, INC.**

(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)

85-4306526

(I.R.S. Employer  
Identification Number)

19925 Stevens Creek Blvd., Suite 100  
Cupertino, CA 95014  
(408) 501-8881

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

Laxminarayan Bhat  
Reviva Pharmaceuticals Holdings, Inc.  
19925 Stevens Creek Blvd., Suite 100  
Cupertino, CA 95014  
(408) 501-8881

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

*Copies to:*

Steven M. Skolnick, Esq.  
Valeska Pederson Hintz, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
Tel: (212) 262-6700

Barry I. Grossman, Esq.  
Sarah Williams, Esq.  
Matthew Bernstein, Esq.  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas  
New York, New York 10105  
Tel: (212) 370-1300

**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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-255323)

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee (3)
Units consisting of:		
(i) Common Stock, par value \$0.0001 per share	\$ 5,750,000.00	\$ 628.00
(ii) Warrants to purchase Common Stock (3)	—	—
Common Stock, par value \$0.0001 per share issuable upon exercise of the Warrants (4)	\$ 4,743,748.38	\$ 518.00
Pre-funded warrants to purchase shares of Common Stock and Common Stock issuable upon exercise thereof (5)	—	—
TOTAL (6)	\$ 10,493,748.38	\$ 1,146.00

- (1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act. Represents only the additional number of securities being registered pursuant to Rule 462(b) under the Securities Act. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-255323).
- (2) Includes the aggregate offering price of the additional shares and/or warrants that the underwriters have the option to purchase to cover over allotments, if any. Pursuant to Rule 416 under the Securities Act, the shares of common stock registered hereby also include an indeterminate number of additional shares of common stock as may from time to time become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.
- (3) In accordance with Rule 457(g) under the Securities Act, because the shares of the common stock underlying the warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.
- (4) The warrants are exercisable at a per share exercise price equal to 110% of the public offering price per share of common stock. The proposed maximum aggregate public offering price of the shares of common stock issuable upon exercise of the warrants was calculated to be \$4,743,748.38.
- (5) The proposed maximum aggregate offering price of the Common Stock proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the aggregate offering price of the pre-funded warrants offered and sold in the offering (plus the aggregate exercise price of the Common Stock issuable upon exercise of the pre-funded warrants), and as such the proposed aggregate maximum offering price of the Common Stock and pre-funded warrants (including the Common Stock issuable upon exercise of the pre-funded warrants), if any, is \$5,750,000 (including the underwriter's option to purchase additional shares of common stock).
- (6) The Registrant previously paid filing fees of \$5,725 in connection with previous filings of its Registration Statement on Form S-1, as amended (File No. 333-255323).

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

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

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Reviva Pharmaceuticals Holdings, Inc. (the "Registrant"), for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$10,493,747.12. This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-255323), originally filed with the Commission on April 19, 2021, as amended by Amendment No. 1 thereto filed on May 10, 2021, as further amended by Amendment No. 2 thereto filed on May 19, 2021, and as further amended by Amendment No. 3 thereto filed on May 24, 2021, which was declared effective by the Commission on May 26, 2021. The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Exhibit</b>
5.1	<a href="#">Legal Opinion of Lowenstein Sandler LLP.</a>
23.1	<a href="#">Consent of Armanino LLP.</a>
23.2	<a href="#">Consent of Lowenstein Sandler LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (incorporated by reference to the signature page to the Registrant's Registration Statement on Form S-1 (Registration No. 333-255323)).</a>

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Cupertino, California, as May 26, 2021.

Reviva Pharmaceuticals Holdings, Inc.

By: /s/ Laxminarayan Bhat

Laxminarayan Bhat  
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 on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Laxminarayan Bhat</u> Laxminarayan Bhat	Chief Executive Officer and Director (Principal Executive Officer)	May 26, 2021
<u>/s/ Narayan Prabhu</u> Narayan Prabhu	Chief Financial Officer (Principal Financial and Accounting Officer)	May 26, 2021
<u>*</u> Parag Saxena	Chairman of the Board	May 26, 2021
<u>*</u> Richard Margolin	Director	May 26, 2021
<u>*</u> Purav Patel	Director	May 26, 2021
<u>*</u> Les Funtleyder	Director	May 26, 2021

\*By: /s/ Laxminarayan Bhat

Name: Laxminarayan Bhat

Title: Attorney-in-fact



May 26, 2021

Reviva Pharmaceuticals Holdings, Inc.  
19925 Stevens Creek Blvd., Suite 100  
Cupertino, CA 95014

Ladies and Gentlemen:

We have acted as counsel for Reviva Pharmaceuticals Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing of a Registration Statement on Form S-1 (the “**Registration Statement**”), with the Securities and Exchange Commission (the “**Commission**”) pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), covering an underwritten public offering of (i) up to 1,192,945 shares (the “**Shares**”) of common stock par value \$0.0001 per share (the “**Common Stock**”), including up to 155,601 Shares that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters, (ii) warrants to purchase up to 894,709 shares of Common Stock (each an “**Investor Warrant**,” and each share of Common Stock underlying an Investor Warrant, an “**Investor Warrant Share**”), including Investor Warrants to purchase up to 116,701 shares of Common Stock that may be sold by the Company pursuant to the exercise of an over-allotment option granted to the underwriters, and (iii) pre-funded warrants to purchase up to 1,037,344 shares of Common Stock (each a “**Pre-Funded Warrant**,” and each share of Common Stock underlying a Pre-Funded Warrant, a “**Pre-Funded Warrant Share**”). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-255323), which was originally filed on April 19, 2021, as amended by Amendment No. 1 thereto filed on May 10, 2021, as further amended by Amendment No. 2 thereto filed on May 19, 2021, and as further amended by Amendment No. 3 thereto filed on May 25, 2021, which was declared effective on May 26, 2021 (the “**Prior Registration Statement**”), including the prospectus which forms a part of the Prior Registration Statement (the “**Prospectus**”). The Shares, Investor Warrants and Pre-Funded Warrants are to be sold by the Company pursuant to an underwriting agreement (the “**Underwriting Agreement**”) to be entered into between the Company and the several underwriters named therein. This opinion is being rendered in connection with the filing of the Registration Statement with the Commission.

In connection with this opinion, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Company’s Certificate of Incorporation as currently in effect, (ii) the Company’s Bylaws as currently in effect, (iii) the Registration Statement, (iv) the Prior Registration Statement and related Prospectus, (v) the form of Underwriting Agreement, (vi) the form of Investor Warrant Agency Agreement, including the form of Investor Warrant, (vii) the form of Pre-Funded Warrants, and (viii) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials or of officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to certain questions of fact material to this opinion, we have relied upon certificates or comparable documents of officers and representatives of the Company and have not sought to independently verify such facts.

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Lowenstein Sandler LLP

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Based on the foregoing, and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that (i) the Shares, when issued and sold as contemplated in the Prior Registration Statement and the related Prospectus, and upon payment and delivery in accordance with the Underwriting Agreement, will be validly issued, fully paid and non-assessable, (ii) when the Investor Warrants are duly executed and delivered by the Company and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, such Investor Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors' rights and to general equitable principles, (iii) when the Pre-Funded Warrants are duly executed and delivered by the Company and paid for by the underwriters in accordance with the terms of the Underwriting Agreement, such Pre-Funded Warrants will constitute the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency or other similar laws affecting creditors' rights and to general equitable principles, (iv) the Investor Warrant Shares have been duly authorized and, when issued upon the due exercise of the Investor Warrants, will be validly issued, fully paid and non-assessable, and (v) the Pre-Funded Warrant Shares have been duly authorized and, when issued upon the due exercise of the Pre-Funded Warrants, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the General Corporation Law of the State of Delaware (including reported judicial decisions interpreting the General Corporation Law of the State of Delaware) and, with respect to the enforceability of the Investor Warrants and the Pre-Funded Warrants, the laws of the State of New York, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus, which is a part of the Prior 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 promulgated thereunder.

Very truly yours,

*/s/ Lowenstein Sandler LLP*

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Lowenstein Sandler LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 22, 2021, except for the effect of restatement disclosed in Note 2 and Note 9, as to which the date is May 7, 2021, relating to the consolidated financial statements, which appears in Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-255323). We also consent to the reference to our Firm under the caption "Experts" in Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-255323) incorporated by reference in this Registration Statement

/s/ArmaninoLLP  
San Ramon, California

May 26, 2021