

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

POST-EFFECTIVE AMENDMENT NO. 4  
TO  
FORM S-1

REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

**Channel Therapeutics Corporation**  
(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**2836**

(Primary Standard Industrial  
Classification Code Number)

**86-3335449**

(I.R.S. Employer  
Identification Number)

**Channel Therapeutics Corporation**  
**4400 Route 9 South, Suite 1000**  
**Freehold, NJ 07728**  
**(877)-265-8266**

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

**Francis Knuettel II**  
**Chief Executive Officer and**  
**Chief Financial Officer, President, Treasurer and Secretary**  
**4400 Route 9 South, Suite 1000**  
**Freehold, NJ 07728**  
**Tel. No.: 732-514-2636**

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

*Copies to:*  
**David E. Danovitch, Esq.**  
**Aaron M. Schleicher, Esq.**  
**Charles E. Chambers Jr., Esq.**  
**Sullivan & Worcester LLP**  
**1251 Avenue of the Americas**  
**New York, NY 10020**  
**(212) 660-3060**

**Approximate date of commencement of proposed sale to the public:** Not applicable.

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.

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  Accelerated filer   
Non-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.

## EXPLANATORY NOTE

Channel Therapeutics Corporation is filing this post-effective amendment No. 4 (this “Post-Effective Amendment”) to its Registration Statement on Form S-1 (File No. 333-269188), as amended (the “Registration Statement”), initially filed with the Commission on January 11, 2023, and declared effective by the Commission on February 14, 2024, solely to update Exhibit 5.2 that was previously filed with respect to Post-Effective Amendment No. 3 to the Registration Statement on November 22, 2024.

## INCORPORATION BY REFERENCE

The prospectuses contained in the Registration Statement incorporate by reference the filed documents listed below (excluding those portions of any Current Report on Form 8-K that are not deemed “filed” pursuant to the General Instructions of Form 8-K), except as superseded, supplemented or modified by this prospectus or any subsequently filed document incorporated by reference herein as described below:

- [our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on April 16, 2024;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, filed with the SEC on May 15, 2024;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, filed with the SEC on August 13, 2024;](#)
- [our Quarterly Report on Form 10-Q for the quarter ended September 30, 2024, filed with the SEC on November 13, 2024;](#)
- our Current Reports on Forms 8-K filed with the SEC on [February 22, 2024](#), [March 13, 2024](#), [March 18, 2024](#), [March 21, 2024](#), [April 9, 2024](#), [July 29, 2024](#), [August 7, 2024](#), [October 24, 2024](#), [November 18, 2024](#) and [November 21, 2024](#); and
- our registration statement on [Form 8-A](#) filed with the SEC on February 15, 2024, including any amendments or reports filed for the purpose of updating such description and (ii) [Exhibit 4.2](#) - Description of the Registrant’s Securities Registered Pursuant to Section 12 of the Exchange Act, to our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on April 16, 2024.

We also incorporate by reference into this prospectus additional documents we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act: (i) on or after the date of the initial filing of the registration statement of which this prospectus is a part and prior to effectiveness of the registration statement, and (ii) on or after the date of this prospectus but before the completion or termination of this offering (excluding any information not deemed “filed” with the SEC). Any statement contained in a previously filed document is deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in a subsequently filed document incorporated by reference herein modifies or supersedes the statement, and any statement contained in this prospectus is deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in a subsequently filed document incorporated by reference herein modifies or supersedes the statement.

We will provide, without charge, to each person to whom a copy of this prospectus is delivered, including any beneficial owner, upon the written or oral request of such person, a copy of any or all of the documents incorporated by reference herein, but not delivered with such prospectus. Requests should be directed to:

Channel Therapeutics Corporation  
4400 Route 9 South, Suite 1000  
Freehold, NJ 07728  
(877) 265-8266  
[info@chromocell.com](mailto:info@chromocell.com)

Copies of these filings are also available on our website at [www.chromocell.com](http://www.chromocell.com).

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PART II - INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 16. Financial Statements and Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">5.2*</a>	<a href="#">Opinion of Sullivan &amp; Worcester LLP</a>
<a href="#">23.5*</a>	<a href="#">Consent of Sullivan &amp; Worcester LLP (included in Exhibit 5.2)</a>
24.1	Power of Attorney (included on signature page of previously filed registration statement)

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 4 to Form S-1 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in North Brunswick, State of New Jersey, on December 11, 2024.

**CHANNEL THERAPEUTICS CORPORATION**

By: /s/ Francis Knuettel II

Francis Knuettel II  
Chief Executive Officer and President, Chief Financial Officer, Treasurer and Secretary

(Principal Executive Officer, Principal Financial Officer, Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 4 to Form S-1 Registration Statement has been signed by the following persons in the capacities and on the dates stated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Francis Knuettel II	Chief Executive Officer and President, Chief Financial Officer, Treasurer, Secretary and Director	December 11, 2024
<u>*</u> Ezra Friedberg	Director	December 11, 2024
<u>*</u> Todd Davis	Director	December 11, 2024
<u>*</u> Richard Malamut	Director	December 11, 2024
<u>*</u> Chia-Lin Simmons	Director	December 11, 2024

\* By: /s/ Francis Knuettel II  
Name: Francis Knuettel II  
Attorney-in-fact

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Sullivan & Worcester LLP  
 1251 Avenue of the Americas  
 New York, NY 10020

212 660 3000  
 sullivanlaw.com

December 11, 2024

Channel Therapeutics Corporation  
 4400 Route 9 South, Suite 1000  
 Freehold, NJ 07728

Ladies and Gentlemen:

We have acted as special counsel to Channel Therapeutics Corporation, a Nevada corporation (the "**Registrant**"), in connection with its filing of Post-Effective Amendment No. 4 (the "**Amendment**") to the Registration Statement on Form S-1, as amended (File No. 333-269188) (together, with Post-Effective Amendment No. 1, Post-Effective Amendment No. 2 and Post-Effective Amendment No. 3 to the Registration Statement, the "**Original Registration Statement**" and, after giving effect to this Amendment, the "**Registration Statement**"), initially filed with the U.S. Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**"), by Chromocell Therapeutics Corporation, a Delaware corporation (the "**Predecessor Registrant**"), on January 11, 2023, and declared effective by the SEC on February 14, 2024. In accordance with paragraph (d) of Rule 414 under the Securities Act, the Amendment is being filed by the Registrant, as the successor registrant to the Predecessor Registrant, expressly to adopt the Original Registration Statement as its own Registration Statement, except as modified by the Amendment, for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended. The Registrant is the successor to the Predecessor Registrant as a result of the merger (the "**Reincorporation**") of the Predecessor Registrant with and into the Registrant, then a wholly-owned subsidiary of the Predecessor Registrant established for such purpose, with the Registrant being the surviving corporation in the Reincorporation, on November 18, 2024, pursuant to that certain agreement and plan of merger, dated as of November 18, 2024, between the Predecessor Registrant and the Registrant (the "**Agreement**"). The Reincorporation was consummated by the filing of a certificate of ownership and merger on November 18, 2024 with the Secretary of State of the State of Delaware (the "**Delaware Certificate**") and articles of merger with the Secretary of State of the State of Nevada (the "**Nevada Articles**") on November 18, 2024, the effective time of the Reincorporation (the "**Effective Time**").

At the Effective Time, pursuant to the Agreement, among other things, (i) each outstanding share of Predecessor Registrant's common stock, par value \$0.0001 per share (the "**Predecessor Common Stock**"), automatically converted into one share of common stock, par value \$0.0001 per share, of the Registrant ("**Registrant Common Stock**"), and (ii) each outstanding option, right or warrant to acquire shares of Predecessor Common Stock converted into an option, right or warrant to acquire an equal number of shares of Registrant Common Stock under the same terms and conditions as the original options, rights or warrants.

For the purposes of this opinion, unless the context otherwise requires, (i) references to the "**Company**" mean the Predecessor Registrant and its subsidiaries, as applicable, with respect to the period prior to the Effective Time, and the Registrant with respect to the period on and after the Effective Time; and (ii) references to "**Common Stock**" mean (A) as of any period prior to the Effective Time, the Predecessor Common Stock, and (B) as of any period at and after the Effective Time, the Registrant Common Stock.

The Original Registration Statement related to the proposed sale of an aggregate of 4,069,823 shares of Common Stock, consisting of (i) 1,100,000 shares of Common Stock (the "**IPO Shares**"), based on an initial public offering price per share of Common Stock of \$6.00 and (ii) 2,969,823 shares of Common Stock (the "**Selling Stockholder Shares**") on behalf of certain selling stockholders. In addition, the Original Registration Statement related to the issuance of a warrant to the representative of the underwriters in connection with the offering of the IPO Shares (the "**Representative's Warrant**") exercisable for 55,000 shares of Common Stock (the "**Representative's Warrant Shares**"). The IPO Shares, the Selling Shareholder Shares, the Representative's Warrant and the Representative's Warrant Shares are collectively referred to herein as the "**Securities**".

Our opinions set forth below with respect to the validity or binding effect of any security or obligation may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, marshaling, moratorium or other similar laws affecting the enforcement generally of the rights and remedies of creditors and secured parties or the obligations of debtors, (ii) general principles of equity (whether considered in a proceeding in equity or at law), including but not limited to principles limiting the availability of specific performance or injunctive relief, and concepts of materiality, reasonableness, good faith and fair dealing, (iii) the possible unenforceability under certain circumstances of provisions providing for indemnification, contribution, exculpation, release or waiver that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, and (iv) the effect of course of dealing, course of performance, oral agreements or the like that would modify the terms of an agreement or the respective rights or obligations of the parties under an agreement.

In connection with this opinion, we have examined and relied upon the originals or copies certified or otherwise identified to our satisfaction of the following: (i) the Original Registration Statement and all amendments thereto, including without limitation the Amendment, and the exhibits filed therewith, (ii) the Representative's Warrant, (iii) the underwriting agreement between the Company and the representative of the underwriters in connection with the offering of the Securities (the "*Underwriting Agreement*"), (iv) the minutes of meetings and resolutions of the board of directors of the Company as provided to us by the Company, (v) the Agreement, (vi) the articles of incorporation and bylaws of the Registrant, each as in effect to date, (vii) the Delaware Certificate and the Nevada Articles, and (viii) such other documents as we have deemed necessary for purposes of rendering the opinion hereinafter set forth.

For purposes of our opinion, we have also examined an official compilation of "Title 7 – Business Associations; Securities; Commodities, Chapter – 78 – Private Corporations" of the Nevada Revised Statutes (the "*NRS*"). Such examination was limited to the provisions of such statute only, and did not include any annotations or commentary related thereto.

In addition to the foregoing, we have relied as to matters of fact upon the representations made by the Company and its representatives. We also have assumed the genuineness of all signatures on original documents, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents. Other than our examination of the documents indicated above, we have made no other examination in connection with this opinion.

We are members of the Bar of the State of New York. We do not hold ourselves out as being conversant with, or expressing any opinion with respect to, the laws of any jurisdiction other than the laws of the State of New York, the General Corporation Law of the State of Delaware (the "*DGCL*") and Chapter 78 of the NRS, subject to the aforementioned examination of the provisions of such statute. Accordingly, the opinions expressed herein are expressly limited to the laws of the State of New York, the DGCL and Chapter 78 of the NRS, subject to the aforementioned examination of the provisions of such statute. Our opinion is based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

Based upon the foregoing and in reliance thereon, and subject to the qualifications, limitations, exceptions and assumptions set forth herein, we are of the opinion that (i) the Securities have been duly authorized for issuance by the Company, (ii) the IPO Shares, when issued and sold as described in the Registration Statement, were validly issued, fully paid and non-assessable, (iii) provided that the Representative's Warrant has been duly executed and delivered by the Company against payment therefor pursuant to Underwriting Agreement, such Warrant, as issued, will be a valid and binding obligation of the Company, (iv) the Representative's Warrant Shares issuable upon the exercise of the Representative's Warrant as described in the Registration Statement, will be validly issued, fully paid and non-assessable shares of Common Stock and (v) the Selling Stockholder Shares have been duly authorized for issuance by the Company and are validly issued, fully paid and non-assessable shares of Common Stock.

This opinion speaks only as of the date hereof and we assume no obligation to update or supplement this opinion if any applicable laws change after the date of this opinion or if we become aware after the date of this opinion of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above. This opinion is furnished in connection with the filing of the Amendment and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this opinion may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

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We hereby consent to the filing of this opinion with the SEC as Exhibit 5.2 to the Amendment and to the use of our name under the caption "Legal Matters" in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester LLP

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