

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

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

Carbylan Therapeutics, 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)

20-0915291
(I.R.S. Employer
Identification Number)

**3181 Porter Drive
Palo Alto, CA 94304
(650) 855-6777**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**David M. Renzi
Carbylan Therapeutics, Inc.
3181 Porter Drive
Palo Alto, CA 94304
(650) 855-6777**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**David J. Saul, Esq.
Ropes & Gray LLP
1900 University Ave., 6th Floor
East Palo Alto, CA 94303
Telephone: (650) 617-4000
Facsimile: (650) 566-4232**

**Brian J. Cuneo, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600**

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. 333-201278

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum aggregate offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, \$0.001 par value per share	1,150,000	\$5.00	\$5,750,000	\$668.15

- (1) Represents only the additional number of shares being registered and includes 150,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-201278).
- (2) Calculated solely for purposes of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
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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 is being filed with respect to the registration of 1,150,000 additional shares of common stock, par value \$0.001 per share, of Carbylan Therapeutics, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$5,750,000. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-201278), which was declared effective by the Securities and Exchange Commission on April 8, 2015, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

Exhibit Index

<u>Exhibit no.</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of PriceWaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1)
24.1	Powers of Attorney (previously filed on the signature page to the Registrant's Registration Statement on Form S-1, Registration No. 333-201278, and incorporated by reference herein)



ROPES & GRAY LLP
1900 UNIVERSITY AVENUE, 6TH FLOOR
EAST PALO ALTO, CA 94303-2284
WWW.ROPESGRAY.COM

April 8, 2015

Carbylan Therapeutics, Inc.
3181 Porter Drive
Palo Alto, CA 94304

Ladies and Gentlemen:

We have acted as counsel to Carbylan Therapeutics, Inc., a Delaware corporation (the "Company") in connection with the Registration Statement on Form S-1 the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") on April 8, 2015, under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of up to 1,150,000 shares of the common stock, \$0.001 par value per share ("Securities"), of the Company. The Securities are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into among the Company and the underwriters named therein the form of which has been filed as an exhibit to the Registration Statement.

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, it is our opinion, as of the date hereof, that when the Securities shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the form of Underwriting Agreement filed as an exhibit to the Registration Statement, the issuance and sale of the Securities will have been duly authorized by all necessary corporate action of the Company, and the Securities will be validly issued, fully paid and nonassessable.

We hereby consent to your filing this opinion as an exhibit to the 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 Sections 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray
Ropes & Gray 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 April 6, 2015 relating to the financial statements of Carbylan Therapeutics, Inc., which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-201278). We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form S-1 incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California
April 8, 2015