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

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

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**Ardelyx, 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)

**26-1303944**  
(I.R.S. Employer  
Identification Number)

**34175 Ardenwood Blvd.  
Fremont, CA 94555  
(510) 745-1700**

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

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**Michael Raab  
Chief Executive Officer  
Ardelyx, Inc.  
34175 Ardenwood Blvd.  
Fremont, CA 94555  
(510) 745-1700**

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

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*Copies to:*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

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.  333-196090

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.

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

Accelerated filer   
Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED</b>	<b>AMOUNT TO BE REGISTERED<sup>(1)</sup></b>	<b>PROPOSED MAXIMUM OFFERING PRICE PER SHARE<sup>(2)</sup></b>	<b>PROPOSED MAXIMUM AGGREGATE OFFERING PRICE<sup>(2)</sup></b>	<b>AMOUNT OF REGISTRATION FEE<sup>(3)</sup></b>
Common Stock, \$0.0001 par value	788,900	\$14.00	\$11,044,600	\$1,423

- (1) Represents only the additional number of shares being registered and includes 102,900 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. 333-196090).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (3) A registration fee of \$8,888 was previously paid in connection with the initial filing of the related Registration Statement on Form S-1 (File No. 333-196090). A total of \$7,999 of such fee was used to pay the filing fee of such Registration Statement. The amount of the registration fee due hereunder is offset by the remaining \$889 previously paid.

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

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of 788,900 additional shares of common stock, par value \$0.0001 per share, of Ardelyx, 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 \$11,044,600. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-196090), which was declared effective by the Securities and Exchange Commission on June 18, 2014, are incorporated in this registration statement by reference.

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



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**EXHIBIT INDEX**

<b><u>EXHIBIT NUMBER</u></b>	<b><u>DESCRIPTION</u></b>
1.1	Form of Underwriting Agreement (filed as Exhibit 1.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196090), originally filed with the Securities and Exchange Commission on May 19, 2014 and incorporated by reference herein)
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of independent registered public accounting firm
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-196090), originally filed with the Securities and Exchange Commission on May 19, 2014 and incorporated by reference herein)

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 Menlo Park, California 94025  
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 www.lw.com

# LATHAM & WATKINS LLP

June 18, 2014

FIRM / AFFILIATE OFFICES  
 Abu Dhabi Milan  
 Barcelona Moscow  
 Beijing Munich  
 Boston New Jersey  
 Brussels New York  
 Chicago Orange County  
 Doha Paris  
 Dubai Riyadh  
 Düsseldorf Rome  
 Frankfurt San Diego  
 Hamburg San Francisco  
 Hong Kong Shanghai  
 Houston Silicon Valley  
 London Singapore  
 Los Angeles Tokyo  
 Madrid Washington, D.C.

Ardelyx, Inc.  
 34175 Ardenwood Blvd.  
 Fremont, CA 94555

Re: Form S-1 Registration Statement File No. 333-196090 and  
 Registration Statement filed pursuant to Rule 462(b) promulgated  
 under the Securities Act of 1933, as amended.

Ladies and Gentlemen:

We have acted as special counsel to Ardelyx, Inc., a Delaware corporation (the “*Company*”), in connection with the registration of shares of the Company’s common stock, \$0.0001 par value per share (“*Common Stock*”), pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on May 19, 2014 (Registration No. 333-196090) (as amended, the “*Initial Registration Statement*”) and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the “*Post-Effective Amendment*” and together with the Initial Registration Statement, the “*Registration Statement*”). The Post-Effective Amendment relates to the registration of 788,900 shares of Common Stock of the Company (the “*Additional Shares*”).

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the “*Prospectus*”), other than as expressly stated herein with respect to the issuance of the Additional Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

**LATHAM & WATKINS<sup>LLP</sup>**

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Additional Shares 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 Additional Shares will have been duly authorized by all necessary corporate action of the Company, and the Additional Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading "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 Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of Ardelyx, Inc. of our report dated April 11, 2014 (except for the last paragraph of Note 1, as to which the date is June 18, 2014), with respect to the financial statements of Ardelyx, Inc. included in Amendment No. 3 to the Registration Statement (Form S-1 No. 333-196090) and the related Prospectus of Ardelyx, Inc. for the registration of its common stock. We also consent to the reference to our firm under the caption "Experts" in such Registration Statement.

/s/ Ernst & Young LLP

Redwood City, California  
June 18, 2014