

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

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

**ALPHA TEKNOVA, INC.**  
(Exact name of Registrant as specified in its charter)

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

**8731**  
(Primary Standard Industrial  
Classification Code Number)

**94-3368109**  
(I.R.S. Employer  
Identification Number)

**2290 Bert Dr.  
Hollister, CA 95023  
(831) 637-1100**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Stephen Gunstream**  
President and Chief Executive Officer  
Alpha Teknova, Inc.  
2290 Bert Dr.  
Hollister, CA 95023  
(831) 637-1100  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Jeffrey T. Hartlin  
Elizabeth A. Razzano  
Paul Hastings LLP  
1117 S. California Avenue  
Palo Alto, CA 94304  
(650) 320-1800**

**Michael S. Kagnoff  
Patrick J. O'Malley  
Michael Maline  
DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, CA 92121-2133  
(858) 677-1400**

**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.  333-256795

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.

**CALCULATION OF REGISTRATION FEE**

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)(2)(3)	AMOUNT OF REGISTRATION FEE(3)
Common Stock, par value \$0.00001 per share	1,150,000	\$16.00	\$18,400,000	\$2,007.44

- (1) Includes 150,000 shares subject to the underwriters' option to purchase additional shares. The shares being registered under this Registration Statement are in addition to the 5,750,000 shares registered pursuant to the Registration Statement on Form S-1, as amended (File No. 333-256795).
- (2) Based on the public offering price per share.
- (3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, for the purpose of determining the registration fee based on the public offering price per share of \$16.00. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$92,000,000 on the Registration Statement on Form S-1, as amended (File No. 333-256795), which was declared effective by the Securities and Exchange Commission on June 24, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$18,400,000 are hereby registered.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

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

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the sole purpose of increasing the aggregate number of shares of common stock offered by Alpha Teknova, Inc. (the "Registrant") by 1,150,000 shares, 150,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The contents of the Registration Statement on [Form S-1](#), as amended (File No. 333-256795) (the "Prior Registration Statement"), filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on June 24, 2021, are incorporated by reference into this Registration Statement. The additional shares 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 the Calculation of Registration Fee table contained in the Prior Registration Statement.

**Item 16. Exhibits and Financial Statement Schedules.**

(a) *Exhibits.*

<b>Exhibit Number</b>	<b>Exhibit Description</b>
5.1	<a href="#">Opinion of Paul Hastings LLP.</a>
23.1	<a href="#">Consent of Ernst &amp; Young, LLP, Independent Registered Public Accounting Firm.</a>
23.2	<a href="#">Consent of Paul Hastings LLP (included in Exhibit 5.1).</a>
24.1	* <a href="#">Power of Attorney (see page II-6 of the original filing of this Registration Statement on Form S-1).</a>

\* Previously filed.

## 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 Hollister, California, on the 24th day of June, 2021.

### Alpha Teknova, Inc.

By:           /s/ STEPHEN GUNSTREAM            
                                Stephen Gunstream  
                                *President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ STEPHEN GUNSTREAM          </u> Stephen Gunstream	President, Chief Executive Officer and Director (Principal Executive Officer)	June 24, 2021
<u>          /s/ MATT LOWELL          </u> Matt Lowell	Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2021
<u>  *</u> Paul Grossman	Chairman of the Board	June 24, 2021
<u>  *</u> Irene Davis	Director	June 24, 2021
<u>  *</u> Ted Davis	Director	June 24, 2021
<u>  *</u> Alexander Herzick	Director	June 24, 2021
<u>  *</u> J. Matthew Mackowski	Director	June 24, 2021
<u>  *</u> Robert McNamara	Director	June 24, 2021
<u>  *</u> Brett Robertson	Director	June 24, 2021
<u>  *</u> Alexander Vos	Director	June 24, 2021

\*By:           /s/ Stephen Gunstream            
                                Stephen Gunstream  
                                Attorney-in-Fact

June 24, 2021

Alpha Teknova, Inc.  
2290 Bert Dr.  
Hollister, CA 95023

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Alpha Teknova, Inc., a Delaware corporation (the “**Company**”), in connection with the preparation and filing with the U.S. Securities and Exchange Commission (the “**Commission**”), pursuant to the Securities Act of 1933, as amended (the “**Securities Act**”), of (i) the Registration Statement on Form S-1 (File No. 333-256795) of the Company (as amended through the date hereof and including all exhibits thereto, the “**Initial Registration Statement**”), including a related prospectus filed with the Registration Statement (the “**Prospectus**”), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the “**462(b) Registration Statement**,” and together with the Initial Registration Statement, the “**Registration Statement**”). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration of the offering by the Company of up to 1,150,000 shares of the Company’s common stock, \$0.00001 par value per share (the “**Common Stock**”), which includes up to 150,000 shares of Common Stock that may be sold by the Company upon exercise of the option to purchase additional shares granted to the underwriters by the Company (collectively, the “**Shares**”). The Shares are to be sold to the several underwriters for resale to the public as described in the Registration Statement and pursuant to the underwriting agreement referred to in the Registration Statement (the “**Underwriting Agreement**”).

In connection with this opinion, we have examined and relied upon , certified or otherwise identified to our satisfaction, of such documents, resolutions, certificates and other instruments of the Company and corporate records furnished to us by the Company, and have reviewed certificates of public officials, statutes, records and such other instruments and documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof.

Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof. Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We express no opinion as to whether the laws of any particular jurisdiction other than those identified above are applicable to the subject matter hereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and sold in accordance with the Registration Statement and the Prospectus, with payment received by the Company in the manner described in the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

Paul Hastings LLP | 1117 S. California Avenue | Palo Alto, California 94304  
t: +1.650.320.1800 | www.paulhastings.com

Alpha Teknova, Inc.

June 24, 2021

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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Paul Hastings LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated April 2, 2021 (except for paragraphs three through six of Note 17, as to which the date is June 21, 2021) with respect to the consolidated financial statements of Alpha Teknova, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-256795) and related Prospectus of Alpha Teknova, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP  
San Jose, CA  
June 24, 2021