

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

**Amendment No. 5**  
to  
**Form F-1**  
REGISTRATION STATEMENT  
UNDER  
**THE SECURITIES ACT OF 1933**

**GALAPAGOS NV**

(Exact name of registrant as specified in its charter)

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

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**Not applicable**  
(I.R.S. Employer  
Identification Number)

**Generaal De Wittelaan L11 A3**  
**2800 Mechelen, Belgium**  
**+32 1 534 29 00**

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

**CT Corporation System**  
**111 8th Avenue**  
**New York, New York 10011**  
**(212) 894-8800**

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

*Copies to:*

**Mitchell S. Bloom**  
**Michael H. Bison**  
**Goodwin Procter LLP**  
**Exchange Place**  
**53 State Street**  
**Boston, MA 02109**  
**(617) 570-1000**

**Nicolas de Crombrughe**  
**Christiaan de Brauw**  
**NautaDutilh BVBA**  
**Terhulpesteenweg 120**  
**B-1000 Brussels**  
**+32 2 566 80 00**

**Richard D. Truesdell, Jr.**  
**Sophia Hudson**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, NY 10017**  
**(212) 450-4000**

**Approximate date of commencement of proposed sale to 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.

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.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), shall determine.**

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Explanatory Note

The sole purpose of this Amendment No. 5 to the Company's Registration Statement on Form F-1 is to amend the exhibit index and to submit exhibit 5.1. Accordingly, this Amendment No. 5 consists only of the facing page, this explanatory note, Part II, including the signature page and the exhibit index, and the exhibit filed herewith. This Amendment No. 5 does not contain a copy of the prospectus that was included in Amendment No. 4 to the Company's Registration Statement on Form F-1 and is not intended to amend or delete any part of the prospectus.

INFORMATION NOT REQUIRED IN PROSPECTUS

**Item 6. Indemnification of Directors and Officers.**

Under Belgian law, the directors of a company may be liable for damages to the company in case of improper performance of their duties. Our directors may be liable to our company and to third parties for infringement of our articles of association or Belgian company law. Under certain circumstances, directors may be criminally liable.

We maintain liability insurance for our directors and officers, including insurance against liability under the Securities Act of 1933, as amended.

Certain of our non-executive directors may, through their relationships with their employers or partnerships, be insured and/or indemnified against certain liabilities in their capacity as members of our board of directors.

In the underwriting agreement, the form of which is filed as Exhibit 1.1 to this registration statement, the underwriters will agree to indemnify, under certain conditions, us, the members of our board of directors and persons who control our company within the meaning of the Securities Act against certain liabilities, but only to the extent that such liabilities are caused by information relating to the underwriters furnished to us in writing expressly for use in this registration statement and certain other disclosure documents.

**Item 7. Recent Sales of Unregistered Securities.**

Set forth below is information regarding share capital issued and warrants granted by us since January 1, 2012. Some of the transactions described below involved directors, officers and 5% shareholders and are more fully described under the sections of the prospectus titled "Related-Party Transactions," "History of Securities Issuances" and "Compensation of Directors and Members of Executive Committee."

***Issuances of Shares***

- On April 5, 2012, warrants were exercised at various exercise prices under Warrant Plan 2002 Belgium, Warrant Plan 2005, Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007, Warrant Plan 2007 RMV and Warrant Plan 2008. The exercise resulted in a share capital increase of €740,589.74 (plus €359,072.53 in issuance premium) and the issuance of 137,414 new ordinary shares.
- On June 29, 2012, warrants were exercised at various exercise prices under Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007, Warrant Plan 2007 RMV and Warrant Plan 2008. The exercise resulted in a share capital increase of €101,161.59 (plus €59,091.48 in issuance premium) and the issuance of 18,699 new ordinary shares.
- On September 14, 2012, warrants were exercised at various exercise prices under Warrant Plan 2005, Warrant Plan 2006 UK, Warrant Plan 2007 RMV and Warrant Plan 2008. The exercise resulted in a share capital increase of €116,688.29 (plus €28,133.01 in issuance premium) and the issuance of 21,569 new ordinary shares.
- On December 17, 2012, warrants were exercised at various exercise prices under Warrant Plan 2002 Belgium, Warrant Plan 2005, Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007, Warrant Plan 2007 RMV and Warrant Plan 2008. The exercise resulted in a share capital increase of €928,485.84 (plus €408,400.79 in issuance premium) and the issuance of 171,624 new ordinary shares.
- On December 31, 2012, our share capital amounted to € 144,815,588.27, represented by 26,770,747 shares. All shares were issued, fully paid up and of the same class.

- On April 5, 2013, warrants were exercised at various exercise prices under Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007, Warrant Plan 2008, Warrant Plan 2008 (B), Warrant Plan 2009 and Warrant Plan 2009 (B). The exercise resulted in a share capital increase of €1,068,913.21 (plus €113,013.18 in issuance premium) and the issuance of 197,581 new ordinary shares.
- On April 29, 2013, within the framework of the authorized capital and with cancellation of the preferential subscription rights, our board of directors decided to increase our share capital by €14,589,855.71 (plus €39,346,764.29 in issuance premium) by means of a private placement with institutional investors, resulting in the issuance of 2,696,831 new ordinary shares.
- On July 1, 2013, warrants were exercised at various exercise prices under Warrant Plan 2002 Belgium, Warrant Plan 2005, Warrant Plan 2006 UK, Warrant Plan 2007 RMV, Warrant Plan 2008, Warrant Plan 2009 and Warrant Plan 2009 (B). The exercise resulted in a share capital increase of €487,673.63 (plus €96,526.77 in issuance premium) and the issuance of 90,143 new ordinary shares.
- On October 21, 2013, warrants were exercised at various exercise prices under Warrant Plan 2002 Belgium, Warrant Plan 2005, Warrant Plan 2006 UK, Warrant Plan 2008, Warrant Plan 2009 and Warrant Plan 2009 (B). The exercise resulted in a share capital increase of €193,239.79 (plus €49,634.41 in issuance premium) and the issuance of 35,719 new ordinary shares.
- On December 6, 2013, warrants were exercised at various exercise prices under Warrant Plan 2007 RMV and Warrant Plan 2009. The exercise resulted in a share capital increase of €16,365.25 (plus €2,851.00 in issuance premium) and the issuance of 3,025 new ordinary shares.
- On December 31, 2013, our share capital amounted to €161,171,635.86, represented by 29,794,046 shares. All shares were issued, fully paid up and of the same class.
- On April 10, 2014, warrants were exercised at various exercise prices under Warrant Plan 2002 Belgium, Warrant Plan 2005, Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007 RMV, Warrant Plan 2009, Warrant Plan 2009 (B), Warrant Plan 2010 and Warrant Plan 2010 (B). The exercise resulted in a share capital increase of €1,648,919.31 (plus €732,291.00 in issuance premium) and the issuance of 304,791 new ordinary shares.
- On July 4, 2014, warrants were exercised at various exercise prices under Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK, Warrant Plan 2007 RMV, Warrant Plan 2008, Warrant Plan 2009, Warrant Plan 2010 and Warrant Plan 2010 (B). The exercise resulted in a share capital increase of €981,952.87 (plus €880,348.67 in issuance premium) and the issuance of 181,507 new ordinary shares.
- On September 25, 2014, warrants were exercised at various exercise prices under Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2006 UK and Warrant Plan 2010. The exercise resulted in a share capital increase of €66,326.60 (plus €63,677.32 in issuance premium) and the issuance of 12,260 new ordinary shares.
- On December 9, 2014, warrants were exercised at various exercise prices under Warrant Plan 2005 and Warrant Plan 2006 Belgium/The Netherlands. The exercise resulted in a share capital increase of €35,300.25 (plus €20,901.00 in issuance premium) and the issuance of 6,525 new ordinary shares.
- On March 26, 2015, warrants were exercised at various exercise prices under Warrant Plan 2005, Warrant Plan 2006 Belgium/The Netherlands, Warrant Plan 2007, Warrant Plan 2007 RMV, Warrant Plan 2008, Warrant Plan 2009, Warrant Plan 2010, Warrant Plan 2010 (B), Warrant Plan 2011 and Warrant Plan 2011 (B). The exercise resulted in a share capital increase of €3,092,074.68 (plus €2,726,958.80 in issuance premium) and the issuance of 571,548 new ordinary shares.

The offers, sales and issuances of the securities described in the preceding paragraphs were exempt from registration either (a) under Section 4(a)(2) of the Securities Act in that the transactions were between an issuer

and sophisticated investors and did not involve any public offering within the meaning of Section 4(a)(2) or (b) under Regulation S promulgated under the Securities Act in that offers, sales and issuances were not made to persons in the United States and no directed selling efforts were made in the United States.

#### ***Issuances Under Our Warrant Plans***

Since January 1, 2012, we granted to employees, consultants and non-executive directors, pursuant to our warrant plans and as a reward for services rendered or to be rendered, warrants to acquire an aggregate of 1,880,590 ordinary shares with exercise prices ranging from €11.93 to €19.38 per share. Since January 1, 2012, an aggregate of 1,752,405 ordinary shares were issued upon the exercise of warrants issued under our warrant plans, at exercise prices ranging from €4.00 to €11.55 per share, for aggregate proceeds of €15,018,591.01. Since January 1, 2012, an aggregate of 445,170 warrants issued under our warrant plans were cancelled.

The offers, sales and issuances of the securities described in the preceding paragraph were exempt from registration either (a) under Section 4(a)(2) of the Securities Act in that the transactions were between an issuer and members of its senior executive management and did not involve any public offering within the meaning of Section 4(a)(2), (b) under Rule 701 promulgated under the Securities Act in that the transactions were under compensatory benefit plans and contracts relating to compensation or (c) under Regulation S promulgated under the Securities Act in that offers, sales and issuances were not made to persons in the United States and no directed selling efforts were made in the United States.

#### **Item 8. Exhibits and Financial Statement Schedules.**

##### ***(a) Exhibits.***

The exhibits to the registration statement are listed in the Exhibit Index to this registration statement and are incorporated herein by reference.

##### ***(b) Financial Statement Schedules.***

All information for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission is either included in the financial statements or is not required under the related instructions or is inapplicable, and therefore has been omitted.

#### **Item 9. Undertakings.**

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6 hereof, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Mechelen, Belgium, on May 12, 2015.

**GALAPAGOS NV**

By: /s/ Onno van de Stolpe  
Name: Onno van de Stolpe  
Title: 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 in the capacities indicated on May 12, 2015.

<u>Signature</u>	<u>Title</u>
<u>/s/ Onno van de Stolpe</u> Onno van de Stolpe	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>
<u>/s/ Bart Filius</u> Bart Filius, MBA	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>
<u>*</u> Rajesh Parekh, MA, DPhil	Chairman of the Board
<u>*</u> Harrold van Barlingen, Ph.D.	Director
<u>*</u> Werner Cautreels, Ph.D.	Director
<u>*</u> Howard Rowe, JD	Director
<u>*</u> Katrine Bosley Puglisi & Associates	Director
By: <u>*</u> Name: Donald J. Puglisi Title: Managing Director	Authorized Representative in the United States
*By: <u>/s/ Onno van de Stolpe</u> Onno van de Stolpe	Attorney-in-Fact

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
1.1**	Form of Underwriting Agreement
3.1**	Articles of Association, as amended (English translation)
4.1**	Form of Deposit Agreement
4.2**	Form of American Depositary Receipt (included in Exhibit 4.1)
5.1	Opinion of NautaDutilh
8.1**	Tax Opinion of NautaDutilh
10.1**	Lease dated June 30, 1999 between the registrant and Innotech N.V., as amended (English translation)
10.2	Intentionally omitted
10.3†**	Warrant Plans (English translation)
10.4#**	Collaboration Agreement dated February 28, 2012 between the registrant and Abbott Hospitals Limited, as amended
10.5#**	Collaboration Agreement dated September 23, 2013 between the registrant and AbbVie S.à.r.l.
10.6†**	Employment and Management Agreements between Onno van de Stolpe and the registrant and its affiliates (English translation)
10.7##**	Sale & Purchase Agreement dated March 13, 2014 between the registrant and Charles River Laboratories Holding Limited, as amended
21.1**	List of Subsidiaries of the registrant
23.1**	Consent of Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA
23.2	Consent of NautaDutilh (included in Exhibits 5.1 and 8.1)
24.1**	Power of Attorney (included on signature page to the original filing of this Registration Statement on Form F-1)

\*\* Previously filed.

† Indicates a management contract or any compensatory plan, contract or arrangement.

# Confidential treatment has been requested for portions of this exhibit. These portions have been omitted from the registration statement and filed separately with the United States Securities and Exchange Commission.

## Certain exhibits and schedules to these agreements have been omitted from the registration statement pursuant to Item 601(b)(2) of Regulation S-K. The registrant will furnish copies of any of the exhibits and schedules to the Securities and Exchange Commission upon request.



AVOCATS



Chaussée de La Hulpe 120  
1000 Brussels  
T +32 2 566 8000  
F +32 2 566 8001

Brussels, 12 May 2015  
75013602 Galapagos / Project Canaan

Galapagos NV  
Generaal De Wittelaan, L11 A3  
2800 Mechelen  
Belgium

(the "Addressee")

Ladies and Gentlemen,

We have acted as Belgian legal counsel to Galapagos NV, a limited liability company (*naamloze vennootschap/société anonyme*) organised and existing under the laws of the Kingdom of Belgium, having its registered office at Generaal De Wittelaan, L11 A3, 2800 Mechelen, Belgium, and registered with the Crossroad Bank for Enterprises under number 0466.460.429 (the "**Company**") on certain legal matters of Belgian law in connection with the Company's registration statement (the "**Registration Statement**") on Form F-1, including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the "**SEC**") under the United States Securities Act of 1933, as amended (the "**Securities Act**"), in respect of the Company's proposed initial public offering (the "**IPO**" or the "**Transaction**") of American Depositary Shares ("**ADSs**"), representing ordinary shares of the Company (the "**Offer Shares**") covered by the Registration Statement to which this opinion is an exhibit. The Offer Shares will comprise:

- a. new ordinary shares with no nominal value per share to be issued by the Company pursuant to a capital increase resolved by the board of directors of the Company on May 5, 2015 (the "New Shares"); and
- b. additional new ordinary shares with no nominal value per share to be issued at the option of the underwriters in order to cover over-allotments (the "Additional Shares").

This opinion letter is solely given for the information of the Addressee. It may only be relied upon in connection with the Registration Statement by the Addressee and by the purchasers to which the Offer Shares have been allocated as part of the Transaction. This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document.

Amsterdam  
Brussels  
London  
Luxemburg  
New York  
Rotterdam

The section headings used in this opinion letter are for convenience or reference only and are not to affect its construction or be taken into consideration in its interpretation.

This opinion letter sets out our opinion on certain matters of Belgian law as at today's date and the opinions and statements expressed in this opinion letter are limited in all respects to and are to be construed and interpreted in accordance with, Belgian law. Unless otherwise specifically stated herein, we do not express any opinion on tax law, on public international law or on the rules promulgated under or by any treaty organisation, except insofar as such rules are directly applicable in Belgium, nor do we express any opinion on Belgian or European competition law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with or to notify or inform you of, any developments and/or changes under Belgian law subsequent to today's date.

As Belgian lawyers we are not qualified or able to assess the true meaning and purport of the terms of the Registration Statement and the Underwriting Agreement under any applicable law other than Belgian law and the obligations of the parties thereto, and we have made no investigation of such meaning and purport. Our review of the Registration Statement and the Underwriting Agreement, has therefore been limited to the terms of such documents as they appear to us on their face.

In this opinion letter, legal concepts are expressed in English terms. The Belgian legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Belgian legal concepts described by the English terms. As far as the word "non-assessable" used in this opinion letter is concerned, this word has no legal meaning under the laws of Belgium and is used in this opinion letter only to mean that, with respect to the issuance of the Offer Shares of the Company, (i) the initial purchaser of the Offer Shares will have no obligation to pay to the Company any additional amount in excess of the subscription price and (ii) the holders of the Offer Shares will not be liable, solely because of their status as a holder of the Offer Shares, for additional calls of funds on the Offer Shares by the Company or its creditors.

In rendering the opinions expressed herein, we have exclusively reviewed and relied upon the documents set out in Exhibit A to this opinion letter (the “**Documents**”), together with such other publicly available documents as we have considered it necessary or desirable. We have not investigated or verified any factual matter disclosed to us in the course of our review, nor do we opine on the accuracy of representations and warranties contained in documents reviewed by us. For certain matters of fact, we have relied, without independent verification, on a certificate of an officer of the Company.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Belgian law. The competent courts at Brussels, Belgium have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter and all matters related to the legal relationship between yourself and NautaDutilh BVBA/SPRL, as well as between the purchasers of the Offer Shares and NautaDutilh BVBA/SPRL, including the above submission to jurisdiction, are governed by Belgian law and the general terms and conditions of NautaDutilh BVBA/SPRL<sup>1</sup>.

## ASSUMPTIONS

For the purposes of this opinion letter, we have assumed that:

- a. all documents reviewed by us as originals are complete and authentic and the signatures thereon are the genuine signatures of the persons purporting to have signed the same; all documents reviewed by us as drafts of documents or as fax, photo or electronic copies of originals are in conformity with the originals thereof (which have been or will be executed) and such originals are complete and authentic and the signatures thereon are the genuine signatures of the persons purporting to have signed the same;
- b. the Registration Statement has become effective, in the form referred to in this opinion letter;
- c. the Documents have been duly (or will be) executed on behalf of any party thereto other than the Company and constitute or will constitute under any applicable law other than Belgian law, the legal, valid and binding obligations of each of the parties thereto, enforceable in accordance with their terms;

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<sup>1</sup> The applicable general terms and conditions of NautaDutilh BVBA/SPRL can be found at all times at [www.nautadutilh.com](http://www.nautadutilh.com).

- d. the statements of facts contained in the Documents are accurate and complete;
- e. the Documents examined by us in draft form have been, and for those that have not been executed yet, will be executed substantially in such form on or before the delivery of the Offer Shares to the underwriters under the Underwriting Agreement (as defined in Exhibit A);
- f. the Transaction has been conducted in compliance with the conditions as stated in the Registration Statement, the Underwriting Agreement (including the selling restrictions) and the Board Report (as defined in Exhibit A);
- g. the Resolutions (as defined in Exhibit A) are or will be in full force and effect and correctly reflect the resolutions (to be) taken by the board of directors of the Company (or its proxy holders), on their respective dates and were or will be adopted at properly convened meetings;
- h. publication of the deeds recording the resolutions taken by the board of directors of the Company or its proxy holders will take place in accordance with all applicable regulations;

- i. the Offer Shares will be issued at a price established by the board of directors of the Company (or its proxy holders) in accordance with the powers delegated by the board of directors held on May 5, 2015;
- j. the Offer Shares will be issued, delivered and paid for as set forth in the Underwriting Agreement and the Notary Resolutions;
- k. the Additional Shares, if issued, will be delivered by the underwriters to investors in order to cover short positions of the underwriters following over-allotments made upon allocation of the shares under the Transaction;
- l. none of the opinions in this opinion letter will be affected by any foreign law.

**OPINION**

Based upon and subject to the foregoing and subject to any matters, documents or events not disclosed to us, we express the following opinion:

- the Offer Shares, when duly authorized and sold, issued and paid as contemplated in the Registration Statement and the Notary Resolutions, will be validly issued, fully paid up and non-assessable.

\*

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading “Legal Matters” in the prospectus, which is part of the Registration Statement. In giving this consent, we do not concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

Yours faithfully,

/s/ NautaDutilh BVBA/SPRL

NautaDutilh BVBA/SPRL

**EXHIBIT A**  
**LIST OF DOCUMENTS**

1. a copy of the Form F-1 Registration Statement under the Securities Act of 1933, dated May 5, 2015;
2. the form of underwriting agreement proposed to be entered into by the Company, Morgan Stanley & Co. LLC and Credit Suisse Securities (USA) LLC as representatives of the several underwriters named therein, filed as an exhibit to the Registration Statement (the “**Underwriting Agreement**”);
3. a copy of the Dutch version of the co-ordinated articles of association of the Company dated March 26, 2015 (the “**Articles of Association**”);
4. copies of all publications in the Annexes of the Belgisch Staatsblad/Moniteur belge until May 5, 2015, together with, in respect of the publications of resolutions taken by the Company’s board of directors, copies of the notarial deeds recording such resolutions;
5. a copy of the minutes of the meetings of the board of directors of the Company held on February 3, 2015 and April 20, 2015;
6. a copy of the draft notarial deeds recording the resolutions taken by the Company’s board of directors held on May 5 and May 13, 2015, together with a copy of the draft special reports of the board of directors of the Company (the “**Board Reports**”) as well as a copy of the draft special reports of the statutory auditor of the Company submitted to the board of directors;
7. a draft of the notarial deed enacting the issuance of the New Shares by the proxy holders of the board of directors of the Company;
8. a draft of the notarial deed enacting the issuance of Additional Shares by the proxy holders of the board of directors of the Company;  
  
(resolutions recorded in the documents referred to under 5 to 8 are herein referred to as the “**Resolutions**”; the Resolutions under 6 to 8 herein are referred to as the “**Notary Resolutions**”)
9. a draft officer certificate to be issued by the Company by not later than the issue date of the New Shares.

May 12, 2015

**VIA EDGAR AND FEDERAL EXPRESS**

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F. Street, N.E.  
Washington, D.C. 20549  
Attention: Mr. Jeffrey P. Riedler

**Re: Galapagos NV**  
**Amendment No. 3 to Registration Statement on Form F-1**  
**Filed May 7, 2015**  
**File No. 333-203435**

Dear Mr. Riedler:

This letter is being submitted on behalf of Galapagos NV (the "Company") in response to the comments of the staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") with respect to the Company's Amendment No. 3 to Registration Statement on Form F-1 submitted on May 7, 2015 (the "Registration Statement"), as set forth in your letter dated May 11, 2015 addressed to Mr. Van de Stolpe, Chief Executive Officer of the Company (the "Comment Letter"). The Company is concurrently submitting the Amendment No. 5 to the Registration Statement on Form F-1 (the "Amendment No. 5"), which includes changes to reflect responses to the Staff's comments.

For reference purposes, the text of the Comment Letter has been reproduced herein with responses below each numbered comment. For your convenience, we have italicized the reproduced Staff comments from the Comment Letter.

The responses provided herein are based upon information provided to Goodwin Procter LLP by the Company. In addition to submitting this letter via EDGAR, we are sending two copies of each of



this letter and Amendment No. 5 (marked to show changes from the Registration Statement).

Exhibit 5.1

1. *Please have your counsel amend its opinion to remove the following assumptions, as they inappropriately assume certain material facts underlying the opinion that appear within counsel's power to determine:*
  - *the principal place of business and the place of effective management of the Issuer are located in Belgium;*
  - *the directors who attended and voted (or will attend and vote) at the meetings where the Resolutions were (or will be) adopted did not have (or will not have) a conflict of interests within the meaning of Article 523 of the Belgian Companies Code;*
  - *there have been no resolutions of the board of directors or shareholders' meeting of the Company other than those that have been recorded in notarial deeds that have been duly filed with the clerk of the commercial court, registered and published in accordance with applicable regulations; and*
  - *upon their issuance, the Offer Shares will be admitted in the settlement system of Euroclear Belgium.*

*Please refer to Section II.B.1.f of the Staff Legal Bulletin No. 19 for guidance.*

RESPONSE: In response to the Staff's comment, the Company's Belgian counsel has amended its opinion in Exhibit 5.1 to Amendment No. 5 to remove the four aforementioned assumptions listed in the Staff's comment.

2. *Please have your counsel amend its opinion to opine that the Additional Shares will be, when sold, legally issued, fully paid, and non-assessable.*

RESPONSE: In response to the Staff's comment, the Company's Belgian counsel has amended its opinion in Exhibit 5.1 to Amendment No. 5 to opine that the Offer Shares will be, when sold, legally issued, fully paid, and non-assessable. The Company respectfully notes that the definition of Offer Shares includes both the New Shares and the Additional Shares.

If you should have any questions concerning the enclosed matters, please contact the undersigned at (617) 570-1933.

Sincerely,

/s/ Michael H. Bison

Michael H. Bison

Enclosures

cc: Onno van de Stolpe, Chief Executive Officer, *Galapagos NV*  
Bart Filius, Chief Financial Officer, *Galapagos NV*  
Mitchell S. Bloom, *Goodwin Procter LLP*  
Qing Nian, *Goodwin Procter LLP*