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

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**FORM F-1  
REGISTRATION STATEMENT**  
*Under  
The Securities Act of 1933*

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**GALAPAGOS NV**  
(Exact name of registrant as specified in its charter)

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**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)

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**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)

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*Copies to:*

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

**Nicolas de Crombrugghe  
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NautaDutilh BVBA  
Terhulpesteenweg 120  
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**Richard D. Truesdell, Jr.  
Sophia Hudson  
Davis Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017  
(212) 450-4000**

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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, as amended, 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.  333-203435

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  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	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Ordinary Shares, no par value(4)	\$29,079,585	\$3,380

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form F-1, as amended (File No. 333-203435), is hereby registered.
- (2) Includes (a) additional ordinary shares which the underwriters have the option to purchase, and (b) ordinary shares which are being offered in a private placement in Europe and other countries outside of the United States and Canada but which may be resold from time to time in the United States in transactions requiring registration under the Securities Act or an exemption therefrom. All or part of these ordinary shares may be represented by American Depositary Shares, or ADSs.
- (3) Based on initial public offering price of €37.00 per share in the global offering which is equivalent to a price of \$42.05 assuming an exchange rate of \$1.1365.
- (4) All ordinary shares will be represented by ADSs in the U.S. offering, with each ADS representing one ordinary share. ADSs issuable upon deposit of the ordinary shares registered hereby have been registered pursuant to a separate Registration Statement on Form F-6.

**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 pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). The contents of the Registration Statement on Form F-1, as amended (File No. 333-203435) filed by Galapagos NV with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on May 13, 2015, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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

**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 on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Mechelen, Belgium, on May 13, 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, this Registration Statement on Form F-1 has been signed by the following persons in the capacities and on May 13, 2015.

<b>Signature</b>	<b>Title</b>
<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 of Directors
<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	Director
<u>Puglisi &amp; Associates</u>	
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 No.</u>	<u>Exhibit Index</u>
5.1	Opinion of NautaDutilh
23.1	Consent of Deloitte Bedrijfsrevisoren BV o.v.v.e. CVBA
23.2	Consent of NautaDutilh (included in Exhibit 5.1)
24.1*	Power of Attorney

\* Previously filed on the signature page to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-203435), filed with the Securities and Exchange Commission on April 15, 2015 and incorporated by reference herein.

AVOCATS

Chaussée de La Hulpe 120  
 1000 Bruxelles  
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Brussels, 13 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 (i) the Company’s registration statement on Form F-1 (File n° 333-203435), including the prospectus contained therein (the “**Prospectus**”), as originally filed with the United States Securities and Exchange Commission (the “**SEC**”) on April 15, 2015, as thereafter amended or supplemented (the “**Initial Registration Statement**”), relating to the registration under the United States Securities Act of 1933, as amended (the “**Securities Act**”), with respect to 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**”); and (ii) the Company’s registration statement filed pursuant to Rule 462(b) of the Securities Act on May 13, 2015, which incorporates by reference the Initial Registration Statement (the “**Additional Registration Statement**” together with the Initial Registration Statement, the “**Registration Statement**”), for the purpose of registering additional ordinary shares to be issued by the Company (the “**Additional Ordinary Shares**”). The Additional Ordinary 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

Amsterdam  
 Brussels  
 London  
 Luxemburg  
 New York  
 Rotterdam

Addressee and by the purchasers to which the Additional Ordinary 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.

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 Additional Ordinary Shares of the Company, (i) the initial purchaser of the Additional Ordinary 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 Additional Ordinary Shares will not be liable, solely because of their status as a holder of the Additional Ordinary Shares, for additional calls of funds on the Additional Ordinary 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 Additional Ordinary 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;

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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).



- 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;
- 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 Additional Ordinary 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 Reports (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 Additional Ordinary 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 Additional Ordinary 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; and
- 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 Additional Ordinary 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.

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We consent to the filing of this opinion as an exhibit to the Additional Registration Statement and to the reference to us under the heading “Legal Matters” in the prospectus, which is part of the Initial Registration Statement incorporated by reference in the Additional 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 April 15, 2015 (the “**Initial Registration Statement**”);
2. a copy of the Form F-1 filed pursuant Rule 462 (b) of the Securities Act of 1933, dated May 13, 2015 (the “**Additional Registration Statement**”);
3. 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**”);
4. a copy of the Dutch version of the co-ordinated articles of association of the Company dated March 26, 2015 (the “**Articles of Association**”);
5. 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;
6. 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;
7. 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;
8. 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;
9. 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 6 to 9 are herein referred to as the “**Resolutions**”; the Resolutions under 7 to 9 herein are referred to as the “**Notary Resolutions**”);

10. a draft officer certificate to be issued by the Company by not later than the issue date of the Additional Ordinary Shares.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form F-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 18, 2015, with respect to the consolidated financial statements of Galapagos NV and subsidiaries (the “Company”), included in the Registration Statement on Form F-1 (No. 333-203435) and related prospectus of Galapagos NV and to the reference to our firm under the heading “Experts” in the prospectus.

Diegem, May 13, 2015

/s/ Gert Vanhees

**DELOITTE Bedrijfsrevisoren/Reviseurs d’Entreprises**

BV o.v.v.e. CVBA/SC s.f.d. SCRL

Represented by Gert Vanhees