

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

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

BellRing Brands, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2000
(Primary Standard Industrial
Classification Code Number)

83-4096323
(I.R.S. Employer
Identification No.)

**2503 S. Hanley Road
St. Louis, Missouri 63144
(314) 644-7600**

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

**Darcy Horn Davenport
President and Chief Executive Officer
BellRing Brands, Inc.
2503 S. Hanley Road
St. Louis, Missouri 63144
Telephone: (314) 644-7600**

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

Copies to:

**Tom W. Zook
Lewis Rice LLC
600 Washington Avenue, Suite 2500
St. Louis, Missouri 63101
Telephone: (314) 444-7671
Fax: (314) 612-7671**

**Diedre J. Gray
Post Holdings, Inc.
2503 S. Hanley Road
St. Louis, Missouri 63144
Telephone: (314) 644-7600
Fax: (314) 646-3367**

**Ian D. Schuman
Benjamin D. Stern
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022-4834
Telephone: (212) 906-1200**

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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: File No. 333-233867

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, a 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(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Class A common stock, \$0.01 par value per share	4,928,571	\$14.00	\$68,999,994	\$8,956.20

- (1) Represents only the additional number of shares of Class A common stock being registered, and includes 642,857 additional shares of Class A common stock that may be purchased by the underwriters upon exercise of their option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-233867), which was declared effective by the Securities and Exchange Commission on October 16, 2019 (the "Prior Registration Statement").
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The Registrant previously paid a filing fee of \$85,084.00 for the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$68,999,994 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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

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”), with respect to the registration of additional shares of Class A common stock, par value \$0.01 per share (the “Class A common stock”), of BellRing Brands, Inc. (the “Registrant”). This Registration Statement relates to the public offering of securities contemplated by the earlier registration statement on Form S-1, as amended (File No. 333-233867) (the “Prior Registration Statement”), filed by the Registrant with the Securities and Exchange Commission (the “SEC”) pursuant to the Securities Act, which was declared effective by the SEC on October 16, 2019. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement solely for the purpose of increasing the aggregate number of shares of Class A common stock offered by the Registrant by 4,928,571 shares of Class A common stock, which includes 642,857 shares of Class A common stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Class A common stock 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.

The required opinion and consents are listed in the Exhibit Index below and filed herewith.

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
5.1	<u>Opinion of Lewis Rice LLC</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP</u>
23.3	<u>Consent of Lewis Rice LLC (contained in Exhibit 5.1)</u>
24.1	<u>Powers of Attorney (included on signature page)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the County of St. Louis, State of Missouri, on October 16, 2019.

BellRing Brands, Inc.

By: /s/ Darcy Horn Davenport
Darcy Horn Davenport
President and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned officers and directors of BellRing Brands, Inc. hereby severally constitutes and appoints Darcy Horn Davenport, Diedre J. Gray, Paul A. Rode and Craig L. Rosenthal, and each of them acting alone, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement 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/ Robert V. Vitale</u> Robert V. Vitale	Executive Chairman (Co-Principal Executive Officer and Director)	October 16, 2019
<u>/s/ Darcy Horn Davenport</u> Darcy Horn Davenport	President and Chief Executive Officer (Co-Principal Executive Officer)	October 16, 2019
<u>/s/ Paul A. Rode</u> Paul A. Rode	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 16, 2019
<u>/s/ Jeff A. Zadoks</u> Jeff A. Zadoks	Director	October 16, 2019
<u>/s/ Diedre J. Gray</u> Diedre J. Gray	Director	October 16, 2019



314.444.7600 (direct)
314.241.6056 (fax)
www.lewisrice.com

600 Washington Avenue
Suite 2500
St. Louis, Missouri 63101

October 16, 2019

BellRing Brands, Inc.
2503 S. Hanley Road
St. Louis, Missouri 63144

RE: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to BellRing Brands, Inc., a Delaware corporation (the "Company"), in connection with the proposed issuance and sale by the Company of shares of the Company's Class A common stock, par value \$0.01 per share (the "Class A Common"), as described in the Company's registration statement on Form S-1 (No. 333-233867) (as amended, the "Initial Registration Statement"), originally filed with the Securities and Exchange Commission (the "Commission") on September 20, 2019 pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act (the "Section 462(b) Registration Statement") and together with the Initial Registration Statement, the "Registration Statement"). The Section 462(b) Registration Statement relates to the registration of 4,928,571 shares of Class A Common of the Company (the "Additional Shares," and, with the shares of Class A Common registered by the Company pursuant to the Initial Registration Statement, the "Shares").

This opinion letter is being furnished to the Company in accordance with the requirements of Item 601(b)(5) of the Commission's Regulation S-K, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, including the prospectus contained therein, 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 and the Securities Act, and we express no opinion with respect to any other laws.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the form of Amended and Restated Certificate of Incorporation of the Company in the form filed as Exhibit 3.1 to the Registration Statement, which is to be filed with the Secretary of State of the State of Delaware prior to the completion of the issuance and sale of the Shares; (ii) the form of Amended and Restated Bylaws of the Company in the form filed as Exhibit 3.2 to the Registration Statement, which are to be effective upon the completion of the issuance and sale of the Shares; (iii) certain resolutions of the board of directors of the Company relating to the issuance, sale and registration of the Shares under the Registration Statement and to the formation transactions described in the Registration Statement; (iv) the form of Underwriting Agreement filed as Exhibit 1.1 to the Registration Statement; and (v) the Registration Statement. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of certain other corporate records, documents, instruments and certificates of public officials and of the Company, and we have made such inquiries of officers of the Company and public officials and considered such questions of law as we have deemed necessary for purposes of rendering the opinions set forth herein. As to the facts upon which this opinion is based, we have relied upon certificates of public officials and certificates and written statements of officers, directors, employees and representatives of the Company.

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October 16, 2019
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In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the legal capacity of natural persons who are signatories to the documents examined by us; the accuracy, completeness and authenticity of certificates of public officials; the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents; and the legal power and authority of all persons (other than officers of the Company) signing on behalf of the parties to all documents.

Subject to the foregoing, it is our opinion that, as of the date hereof, the Additional Shares have been duly authorized by all necessary corporate action of the Company, and, when the Additional Shares shall have been duly registered on the books of the transfer agent or registrar therefor in the name of or on behalf of the purchasers, and have been issued by the Company against payment therefor as contemplated by the Underwriting Agreement, 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 Securities Act. We consent to your filing this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm contained in the Registration Statement 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 Securities Act or the rules and regulations of the Commission thereunder. This opinion and consent may be incorporated by reference in a subsequent registration statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act with respect to the registration of additional securities for sale in the offering contemplated by the Registration Statement and shall cover such additional securities, if any, registered on such subsequent registration statement.

Sincerely,

LEWIS RICE LLC

/s/ Lewis Rice LLC

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 August 8, 2019 relating to the financial statement of BellRing Brands, Inc., which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-233867) of BellRing Brands, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-233867) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
St. Louis, Missouri
October 16, 2019

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 5, 2019 relating to the financial statements of Active Nutrition (the combination of Premier Nutrition Corporation, Dymatize Enterprises, LLC and Active Nutrition International GmbH of Post Holdings, Inc.), which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-233867) of BellRing Brands, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-233867) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
St. Louis, Missouri
October 16, 2019