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

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

TROVAGENE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

27-2004382
(I.R.S. Employer
Identification Number)

**11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**William J. Welch
Chief Executive Officer
Trovagene, Inc.
11055 Flintkote Avenue
San Diego, CA 92121
(858) 952-7570**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Jeffrey J. Fessler, Esq.
Nazia J. Khan, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, New York 10112
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**Gregory Sichenzia, Esq.
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New York, New York 10036
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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 (the "Securities Act"), 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. 333-224808

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

Accelerated filer

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

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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee
Class A Units consisting of:	\$ _____	\$ _____
(i) Common Stock, par value \$0.0001 per share		
(ii) Warrants to purchase Common Stock		
Class B Units consisting of	\$ _____	\$ _____
(i) Series B Convertible Preferred Stock, par value \$0.0001 per share		
(ii) Warrants to purchase Common Stock		
(iii) Common Stock issuable upon conversion of the Series B Convertible Preferred Stock		
Common Stock issuable upon exercise of warrants	_____	_____
Total	\$13,800,000	\$1,718

(1) Represents only the additional dollar amount of securities being registered and includes the additional dollar amount of securities that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the registrant previously registered on the registration statement on Form S-1 (File No. 333-224808).

(2) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Based on the public offering price per share.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE U.S. 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 with respect to the registration of additional securities of Trovogene, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-224808) filed by the Registrant with the Securities and Exchange Commission, as amended, declared effective on June 7, 2018, including exhibits and power of attorney thereto, are incorporated by reference in this Registration Statement.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	<u>Opinion of Sheppard Mullin Richter & Hampton LLP</u>
23.1	<u>Consent of Sheppard Mullin Richter & Hampton LLP (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-224808))</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Diego, California, on the 7th day of June 2018.

TROVAGENE, INC.

By: /s/ William Welch
William Welch
Chief Executive Officer

POWER OF ATTORNEY

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 and on the dates indicated

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Welch</u> William Welch	Chief Executive Officer and Director (Principal Executive Officer and Principal Financial and Accounting Officer)	June 7, 2018
<u>*</u> Thomas H. Adams	Chairman of the Board	June 7, 2018
<u>*</u> John P. Brancaccio	Director	June 7, 2018
<u>*</u> Gary S. Jacob	Director	June 7, 2018
<u>*</u> Stanley Tennant	Director	June 7, 2018
<u>*</u> Rodney S. Markin	Director	June 7, 2018
<u>*</u> Athena Countouriotis	Director	June 7, 2018

* By: /s/ William Welch
Attorney-in-Fact



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212.653.8701 fax
www.sheppardmullin.com

June 7, 2018

Trovagene, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

Re: Registration Statement on Form S-1 Filed Pursuant to Rule 462(b)

Ladies and Gentlemen:

We refer to the above-captioned registration statement on Form S-1 (the "Registration Statement") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), filed by Trovagene, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission, which incorporates by reference the Registration Statement on Form S-1 (File No. 333-224808), as amended, which was declared effective on June 7, 2018.

The Registration Statement pertains to an underwritten offering by the Company of the Securities (as defined below), including Securities which may be issued on the exercise of the underwriters' over-allotment option. As used herein, the term "Securities" includes up to \$13,800,000 of: (i) Class A Units, each consisting of one share of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), and warrants to each purchase one share of Common Stock (each, a "Warrant", and collectively, the "Warrants"); (ii) Class B Units (collectively with the Class A Units, the "Units"), each consisting of one share of the Company's Series B Convertible Preferred Stock (the "Series B Preferred") convertible into Common Stock, and Warrants, (iii) shares of Common Stock included in the Units; (iv) Warrants included in the Units; (v) shares of Series B Preferred included in the Class B Units; (vi) shares of Common Stock underlying the Warrants included in the Units; (vii) shares of Common Stock underlying the shares of Series B Preferred included in the Class B Units; and (viii) any additional securities issued pursuant to Rule 462(b) of the Act.

We have examined the originals, photocopies, certified copies or other evidence of such records of the Company, certificates of officers of the Company and public officials, and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as certified copies or photocopies and the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing and to the other qualifications and limitations set forth herein, we are of the opinion that the Securities have been duly authorized, and if, as, and when issued by the Company in accordance with and in the manner described in prospectus set forth in the Registration Statement (as amended and supplemented through the date of issuance)

and, in the case of those Securities underlying Warrants and shares of Series B Preferred, when issued in accordance with the terms of the applicable Warrants and Series B Preferred, will be validly issued, fully paid and non-assessable and, with respect to the Warrants, will be legally binding obligations of the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws; and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

Without limiting any of the other limitations, exceptions and qualifications stated elsewhere herein, we express no opinion with regard to the applicability or effect of the laws of any jurisdiction other than the Delaware General Corporation Law (based solely upon our review of a standard compilation thereof) as in effect as of the date hereof. This opinion letter deals only with the specified legal issues expressly addressed herein, and you should not infer any opinion that is not explicitly stated herein from any matter addressed in this opinion letter.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm under "Legal Matters" in the related Prospectus. In giving the foregoing consent, we do not hereby 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 Securities and Exchange Commission.

Very truly yours,

/s/ Jeffrey Fessler

Jeffrey Fessler
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP