

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

POST-EFFECTIVE AMENDMENT NO. 2  
TO  
FORM S-1  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**Clarus Therapeutics Holdings, 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)

**85-1231852**

(I.R.S. Employer  
Identification Number)

**355 S. Grand Avenue, Suite 1450  
Los Angeles, CA 90071  
(847) 562-4300**

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

**Lawrence R. Perkins  
Chief Restructuring Officer  
355 S. Grand Avenue, Suite 1450  
Clarus Therapeutics Holdings, Inc.  
Los Angeles, CA 90071  
(847) 562-4300**

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

**Copies to:**

**Mitchell S. Bloom, Esq.  
Marianne Sarrazin, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
Tel: (617) 570-1000**

**Approximate date of commencement of proposed sale to the public:** Not applicable

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.

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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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.

## DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 2, filed by Clarus Therapeutics Holdings, Inc., a Delaware corporation, or the Registrant, relates to the Registration Statement on Form S-1 (No. 333-259915), originally filed with the U.S. Securities and Exchange Commission by the Registrant on September 30, 2021, as amended by Post-Effective Amendment No. 1 filed on April 1, 2022, or the Registration Statement, pertaining to the registration of (i) up to an aggregate of 9,195,000 shares of the Registrant's common stock, which consists of (1) up to 3,445,000 shares of common stock issuable upon the exercise of 3,445,000 warrants originally issued in a private placement in connection with the initial public offering of Blue Water Acquisition Corp. by the holders thereof and (2) up to 5,750,000 shares of common stock that are issuable upon the exercise of 5,750,000 warrants originally issued in the initial public offering of Blue Water Acquisition Corp., and (ii) up to 19,816,610 shares of common stock (including up to 3,445,000 shares of common stock that may be issued upon exercise of the private placement warrants) and up to 3,445,000 private placement warrants that may be sold from time to time by the selling securityholders named therein.

On September 5, 2022, the Registrant, and its wholly-owned subsidiary Clarus Therapeutics, Inc., filed voluntary petitions for bankruptcy protection under Chapter 11 of Title 11 of the United States Bankruptcy Code. The filing was made in the United States Bankruptcy Court for the District of Delaware (Case No. 22-10845), or the Chapter 11 Case.

In connection with the Chapter 11 Case, any and all offerings pursuant to the Registration Statement have been terminated. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of post-effective amendment, any of the shares that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all shares of the Registrant registered but unsold under the Registration Statement as of the date hereof.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, in the State of California on March 1, 2023.

**CLARUS THERAPEUTICS HOLDINGS, INC.**

/s/ Lawrence R. Perkins

Name: Lawrence R. Perkins

Title: Chief Restructuring Officer

---