

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

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.

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. 333-261743), originally filed with the U.S. Securities and Exchange Commission by the Registrant on December 17, 2021, as amended by Post-Effective Amendment No. 1 filed on April 1, 2022, or the Registration Statement, pertaining to the registration for resale from time to time by the selling securityholder named therein of up to an aggregate of 6,048,388 shares of the Registrant's common stock, which consists of (i) up to 2,300,000 shares of common stock, (ii) up to 724,194 shares of common stock issuable upon the exercise of 724,194 pre-funded warrants, and (iii) up to 3,024,194 shares of common stock issuable upon the exercise of 3,024,194 common warrants, held by the selling securityholder 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
