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

**POST-EFFECTIVE AMENDMENT NO. 1 TO:
Form S-1
Registration No. 333-276030
UNDER
THE SECURITIES ACT OF 1933**

BETTER THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

85-3472546
(I.R.S. Employer
Identification Number)

**548 Market Street, #49404
San Francisco, CA 94104
(415) 887-2311**

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

**Craig R. Jalbert
548 Market Street, #49404
San Francisco, CA 94104
(415) 887-2311**

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

Copies to:

**Sam Zucker, Esq.
Shoaib Ghias, Esq.
Goodwin Procter LLP
Three Embarcadero Center
San Francisco, CA 94111
(415) 733-6000**

Approximate date of commencement of proposed sale to the public: This post-effective amendment is being filed to deregister all of the unsold securities previously registered under the 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, 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 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

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.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statement on Form S-1 (the “*Registration Statement*”), filed with the Securities Exchange Commission (the “*SEC*”) by Better Therapeutics, Inc. (the “*Registrant*”):

- [Registration Statement No. 333-276030, originally filed with the SEC on December 13, 2023](#), as amended by [Amendment No. 1 on December 18, 2023](#), [Amendment No. 2 on December 21, 2023](#), [Amendment No. 3 on December 27, 2023](#).

The Registrant is filing this Post-Effective Amendment to deregister any and all securities that remain unsold under the Registration Statement as of the date hereof. In accordance with the undertakings made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any securities that had been registered for issuance but remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration any and all securities registered pursuant to the Registration Statement that remain unsold as of the date hereof.

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 S-1 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on May 23, 2024.

BETTER THERAPEUTICS, INC.

By: /s/ Craig R. Jalbert

Craig R. Jalbert, Chief Executive Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933.