

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

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

VENTRUS BIOSCIENCES, 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)

**99 Hudson Street, 5th Floor
New York, New York 10013
(646) 706-5208**

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

20-8729264

(I. R. S. Employer
Identification No.)

**Russell H. Ellison, M.D.
Chief Executive Officer
Ventrus Biosciences, Inc.
99 Hudson Street, 5th Floor
New York, New York 10013
(646) 706-5208**

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

Copies to:

**Alexander M. Donaldson, Esq.
W. David Mannheim, Esq.
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000
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**Patrick O'Brien, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
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Approximate date of commencement of proposed sale to the public: As promptly 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, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-174747

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company



CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common stock, \$0.001 par value per share (2)(3)	\$ 4,600,000.00	\$ 535.00

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover the additional securities of the same class as the securities covered by this registration statement issued or issuable prior to completion of the distribution of the securities covered by this registration statement as a result of a split of, or a stock dividend on, the registered securities.
- (3) Includes shares of common stock that may be issued pursuant to the exercise of a 30-day option granted by the registrant to the underwriters to cover over-allotments, if any.
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EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) solely to increase the amount of shares of common stock which may be issued by us by registering an additional \$4,600,000 of our common stock, \$0.001 par value per share. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (Registration Number 333-174747), as amended, declared effective on July 13, 2011, including the exhibits thereto and each of the documents incorporated therein by reference, are hereby incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

(a) The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Description of Document
5.1	Opinion of Wyrick Robbins Yates & Ponton LLP.
23.1	Consent of EisnerAmper LLP.
23.3	Consent of Wyrick Robbins Yates & Ponton LLP (included as part of Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages hereto).

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 City of New York, State of New York, on July 13, 2011.

VENTRUS BIOSCIENCES, INC.

Date: July 13, 2011

By: /s/ Russell H. Ellison

Name: Russell H. Ellison

Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that the persons whose signatures appear below each severally constitutes and appoints Russell H. Ellison and David J. Barrett, and each of them, his true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this registration statement, and to file the same, with all exhibits, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, 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 might or could do in person, hereby ratifying and confirming all which said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do, or cause to be done by virtue hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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/ Russell H. Ellison</u> Russell H. Ellison	Chief Executive Officer (Principal Executive Officer) and Director	July 13, 2011
<u>/s/David J. Barrett</u> David J. Barrett	Chief Financial Officer (Principal Financial and Accounting Officer)	July 13, 2011
<u>/s/ Mark Auerbach</u> Mark Auerbach	Director	July 13, 2011
<u>/s/ Joseph Felder</u> Joseph Felder	Director	July 13, 2011
<u>/s/ Myron Z. Holubiak</u> Myron Z. Holubiak	Director	July 13, 2011
<u>/s/ Thomas Rowland</u> Thomas Rowland	Director	July 13, 2011

Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607

July 14, 2011

Board of Directors
Ventrus Biosciences, Inc.
99 Hudson Street
5th Floor
New York, New York 10013

Ventrus Biosciences, Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Ventrus Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1, as filed by the Company with the Securities and Exchange Commission (the "Commission") on the date hereof (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Act"), related to up to \$4,600,000 worth of shares (including shares subject to the underwriters' over-allotment option) of the Company's common stock, \$0.001 par value per share (the "Shares"). The Shares may be issued and sold by the Company as set forth in the Registration Statement, any amendment thereto, and the prospectus contained therein filed pursuant to the rules and regulations promulgated under the Act.

This opinion is being furnished in accordance with the requirements of Item 16 of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

In connection with the foregoing, we have relied upon, among other things, our examination of such documents, records of the Company and certificates of its officers and public officials as we deemed necessary for purposes of the opinions expressed below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original of all documents submitted to us as copies thereof.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares have been issued and sold as described in the Registration Statement, will be duly authorized, validly issued, fully paid and non-assessable.

This opinion is limited to the Delaware General Corporation Law, including the statutory provisions of the Delaware General Corporation Law and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws. We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement and reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Wyrick Robbins Yates & Ponton LLP

**Consent of Independent Registered
Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement of Ventrus Biosciences, Inc. on Form S-1 pursuant to Rule 462(b) of the Securities Act of 1933 (No. 333-_____) to be filed on or about July 13, 2011 of our report dated April 12, 2011 on our audits of the financial statements of Ventrus Biosciences, Inc. as of December 31, 2010 and 2009, and for each of the years in the two-year period ended December 31, 2010, and for the period from October 7, 2005 (Inception) to December 31, 2010, included in Amendment No. 1 to the Registration Statement on Form S-1 filed July 6, 2011.

/s/ EisnerAmper LLP

New York, New York
July 13, 2011
