

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

LEXARIA BIOSCIENCE CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>2000</u>	<u>20-2000871</u>
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

100 – 740 McCurdy Road
Kelowna, BC Canada V1X 2P7
1-250-765-6424

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

Christopher Bunka
Lexaria Bioscience Corp.
#100 – 740 McCurdy Road
Kelowna, British Columbia V1X 2P7
1-250-765-6424

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

Copies to:

Gregory Sichenzia, Esq.
Avital Perlman, Esq.
Sichenzia Ross Ference LLP
1185 Avenue of the Americas
New York, NY 10036
Telephone: (212) 930-9700

Robert F. Charron, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
(212) 370-1300

Approximate date of commencement of proposed sale to the public: As soon 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 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: 333-250326

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	<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 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.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price⁽¹⁾⁽²⁾	Amount of Registration Fee
Common stock, par value \$0.001 per share	\$ 1,839,994.00	\$ 200.74
Warrants to purchase common stock	—	—
Common stock issuable upon exercise of warrants	\$ 36,792.48	\$ 4.01
Pre-funded warrants to purchase common stock	—	—
Common stock issuable upon exercise of pre-funded warrants	\$ —	\$ —
Representative's warrants to purchase common stock	—	—
Shares of common stock issuable upon exercise of representative's warrants ⁽²⁾	\$ 184,000	\$ 20.07
Total	<u>\$ 2,060,786.48</u>	<u>\$ 224.83⁽⁷⁾</u>

(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. 333-250326).

(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 Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Lexaria Bioscience Corp. (the "Company") is filing this Registration Statement on Form S-1 (the "Registration Statement") with the Securities and Exchange Commission ("SEC") pursuant to Rule 462(b) of the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-250326) filed by the Company with the SEC on January 6, 2021, as amended on January 7, 2021, and declared by the SEC effective on January 11, 2021, including the exhibits thereto, are incorporated herein by reference.

We are filing this registration statement for the purpose of registering additional securities of the Company with the proposed maximum aggregate offering price not to exceed \$2,060,786.48.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

Exhibit Number	Description
5.1	Opinion of Sichenzia Ross Ference LLP
23.1	Consent of Davidson & Company LLP
23.2	Consent of Sichenzia Ross Ference LLP (included in Exhibit 5.1)

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 Kelowna, British Columbia, on the 11th day of January, 2021.

LEXARIA BIOSCIENCE CORP.

By: /s/ Christopher Bunka
Christopher Bunka
Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature:</u>	<u>Capacity:</u>	<u>Date:</u>
<u>/s/ Christopher Bunka</u> Christopher Bunka	Chief Executive Officer and Chairman (Principal Executive Officer)	January 11, 2021
<u>/s/ Allan Spissinger</u> Allan Spissinger	Chief Financial Officer (Principal Financial and Accounting Officer)	January 11, 2021
<u>/s/ John Docherty*</u> John Docherty	President and Director	January 11, 2021
<u>/s/ Nicholas Baxter*</u> Nicholas Baxter	Director	January 11, 2021
<u>/s/ Ted McKechnie*</u> Ted McKechnie	Director	January 11, 2021
<u>/s/ Brian Quigley*</u> Brian Quigley	Director	January 11, 2021
* By: <u>/s/ Christopher Bunka</u> Christopher Bunka	Attorney in fact	January 11, 2021



Lexaria Bioscience Corp.
100-740 McCurdy Road
Kelowna, British Columbia
Canada V1X 2P7

January 11, 2021

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 Lexaria Bioscience Corp., a Nevada corporation (the "Company"), with the Securities and Exchange Commission (the "Commission"), which incorporates by reference the Registration Statement on Form S-1 (File No. 333-250326), as amended, which was declared effective on January 11, 2021.

The above captioned registration statement pertains to a public offering of (i) up to \$1,839,994 of shares (the "Shares") of common stock, \$0.001 par value, of the Company (the "Common Stock") or pre-funded warrants in lieu of shares of Common Stock (the "Pre-Funded Warrants"), (ii) warrants to purchase up to \$36,792.48 of shares of Common Stock (the "Common Stock Warrants"), and (iii) Representative's Warrants to purchase up to an aggregate of \$184,000 of shares of Common Stock (the "Representative's Warrants"). All shares of Common Stock that are issuable upon exercise of the Pre-Funded Warrants, Common Stock Warrants and Representative's Warrants are referred to herein as "Warrant Shares". This opinion relates to the (i) Shares (including Pre-Funded Warrants in lieu thereof), (ii) Common Stock Warrants, (iii) Representative's Warrants, (iv) Warrant Shares and (v) any additional securities issued pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

In connection with this opinion, we have examined and relied upon the Registration Statement, the Underwriting Agreement, the form of Pre-Funded Warrant, the form of Representative's Warrant and the form of Common Stock Warrant. We have also examined originals or copies, certified or otherwise identified to our satisfaction, of the Company's Articles of Incorporation, as amended, and Amended and Restated Bylaws, and such corporate records of the Company and other certificates and documents of officials of the Company, public officials and others as we have deemed appropriate for purposes of this letter. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all copies submitted to us as conformed and certified or reproduced copies.

In rendering this opinion, we have assumed that: (i) the Company will issue and deliver the Shares, Pre-Funded Warrants, Common Stock Warrants and Representative's Warrants in the manner contemplated by the Registration Statement, and (ii) the Shares, Pre-Funded Warrants, Common Stock Warrants and Representative's Warrants will be issued in compliance with applicable federal and state securities laws.

Based upon the foregoing and subject to the assumptions, exceptions, qualifications and limitations set forth hereinafter, we are of the opinion that (i) the Shares have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions described in the Registration Statement and Prospectus, will be validly issued, fully paid and nonassessable, (ii) provided that the Pre-Funded Warrants have been duly executed and delivered by the Company and duly delivered to the purchaser thereof against payment therefor, the Pre-Funded Warrants, when issued and sold as contemplated in the Registration Statement and the Prospectus, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, (iii) provided that the Common Stock Warrants have been duly executed and delivered by the Company and duly delivered to the purchaser thereof against payment therefor, the Common Stock Warrants, when issued and sold as contemplated in the Registration Statement and the Prospectus, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, (iv) provided that the Representative's Warrants have been duly executed and delivered by the Company and duly delivered to the purchaser thereof against payment therefor, the Representative's Warrants, when issued and sold as contemplated in the Registration Statement and the Prospectus, will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms, and (v) the Warrant Shares have been duly authorized and when issued and paid for in accordance with the provisions of the form of Pre-Funded Warrant, the form of Representative's Warrant and the form of Common Stock Warrant, as applicable, will be validly issued and be fully paid and nonassessable.

In addition, the foregoing opinions are subject to (a) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors' generally, including without limitation the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and (b) general principles of equity, including without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

Our opinion herein is expressed solely with respect to the Nevada Revised Statutes and, as to the warrants constituting valid and binding obligations of the Company, the laws of the State of New York. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the Registration Statement should the law be changed by legislative action, judicial decision, or otherwise. We express no opinion as to whether the laws of any other jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

The opinions expressed herein are rendered as of the date hereof and are based on existing law, which is subject to change. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. We do not undertake to advise you of any changes in the opinions expressed herein from matters that may hereafter arise or be brought to our attention or to revise or supplement such opinions should the present laws of any jurisdiction be changed by legislative action, judicial decision or otherwise.

Our opinions expressed herein are limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement and in the proxy statement/prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Sichenzia Ross Ference LLP

Sichenzia Ross Ference LLP

DAVIDSON & COMPANY LLP _____ Chartered Professional Accountants _____

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference of our report dated October 14, 2020, relating to the consolidated statements of financial position of Lexaria Bioscience Corp. (the "Company") as of August 31, 2020 and 2019, and the related consolidated statements of operations and comprehensive loss, changes in stockholders' equity, and cash flows for the years ended August 31, 2020 and 2019 of the Company and the reference to our name in the "Experts" section in the Company's registration statement on Form S-1 filed with the U.S. Securities and Exchange Commission on January 11, 2021.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

January 11, 2021



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