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

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AMENDMENT NO. 1

to

**FORM S-3**

REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CollabRx, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**44 Montgomery Street, Suite 800  
San Francisco, California 94104  
(415) 248-5350**  
(Address, Including Zip Code, and  
Telephone Number,  
Including Area Code, of Registrant's  
Principal Executive Offices)

**68-0370244**  
(I.R.S. Employer Identification Number)

**Thomas R. Mika  
President & Chief Executive Officer  
CollabRx, Inc.  
44 Montgomery Street, Suite 800  
San Francisco, California 94104  
(415) 248-5350**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copy To:*

**William Davisson, Esq.  
Goodwin Procter LLP  
135 Commonwealth Drive  
Menlo Park, California 94025  
Tel: (650) 752-3114  
Fax: (650) 853-1038**

**Approximate date of commencement of proposed sale to the public:  
From time to time after this registration statement becomes effective**

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 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 a smaller reporting company)

Smaller reporting company

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## EXPLANATORY NOTE

CollabRx, Inc. is filing this pre-effective Amendment No. 1 (this "Amendment") to the Registration Statement on Form S-3 (File No. 333-193019) (the "Registration Statement") as an exhibit-only filing to re-file Exhibit 5.1 previously filed with the Registration Statement. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement, the exhibit index and the re-filed exhibit. The prospectuses and the balance of Part II of the Registration Statement are unchanged and have been omitted.

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## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 16. INDEX TO EXHIBITS.

<b>Number</b>	<b>Exhibit</b>
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1.1	Sales Agreement, dated December 20, 2013, by and between Registrant and Cantor Fitzgerald & Co.*
2.1	Agreement and Plan of Merger, dated June 29, 2012, by and among Registrant, CLBR Acquisition Corp., CollabRx, Inc. and CommerceOne, as Stockholders' Representative, filed as Exhibit 10.1 to the Current Report on Form 8-K filed on July 5, 2012 and incorporated herein by reference.
3.1	Certificate of Incorporation, as amended, of the Registrant, filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on November 14, 2013 and incorporated herein by reference.
3.2	Certificate of Designations of Series A Junior Participating Cumulative Preferred Stock of the Registrant, filed as Exhibit 3.1 to the Current Report on Form 8-K filed on April 14, 2011 and incorporated herein by reference.
3.3	Restated Bylaws of Registrant, filed as Exhibit 3.2 to the Current Report on Form 8-K filed on November 3, 2006 and incorporated herein by reference.
4.1	Shareholder Rights Agreement, dated as of April 13, 2011, between Registrant and Registrar and Transfer Company, LLC, as Rights Agent, filed as Exhibit 4.1 to the Current Report on Form 8-K filed on April 14, 2011 and incorporated herein by reference.
4.2	Form of Certificate for Common Stock filed as Exhibit 4.1 to Registrant's Registration Statement on Form S-1 (SEC File No. 033-84702), filed on October 3, 1994 and incorporated herein by reference.
4.3	Stockholders Agreement, dated July 12, 2012, by and among Registrant and the stockholders identified therein, filed as Exhibit 10.4 to the Current Report on Form 8-K filed on July 18, 2012 and incorporated herein by reference.
5.1	Opinion of Goodwin Procter LLP.
23.1	Consent of Goodwin Procter LLP. (included in Exhibit 5.1)
23.2	Consent of Burr Pilger Mayer, Inc., Independent Registered Public Accounting Firm.*
24.1	Power of Attorney*

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\* Previously filed.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Francisco, state of California, on this 22<sup>nd</sup> day of January, 2014.

COLLABRX, INC.

By /s/ Thomas R. Mika  
Thomas R. Mika  
President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the 22<sup>nd</sup> day of January, 2014.

SIGNATURE	TITLE
<u>/s/ Thomas R. Mika</u> Thomas R. Mika	President & Chief Executive Officer, Acting Chief Financial Officer and Chairman of the Board of Directors (Principal Financial and Accounting Officer and Principal Executive Officer)
<u>*</u> Jeffrey M. Krauss	Director
<u>*</u> Carl Muscari	Director
<u>*</u> Gilbert Bellini	Director
<u>*</u> James Karis	Director

\* /s/ Thomas R. Mika

By:  
Attorney-in-Fact

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## INDEX TO EXHIBITS

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- 24.1 Power of Attorney\*

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· Previously filed.

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Goodwin Procter LLP  
Counselors at Law  
135 Commonwealth Drive  
Menlo Park, CA 94025  
T: 650.752.3100  
F: 650.853.1038

January 22, 2014

CollabRx, Inc.  
44 Montgomery Street, Suite 800  
San Francisco, California 94104

Re: Securities Registered under Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-3 (as amended or supplemented, the "Registration Statement") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), including a base prospectus (the "Base Prospectus"), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a "Prospectus"), relating to the registration of the offer by CollabRx, Inc., a Delaware corporation (the "Company") of up to \$10,000,000 in aggregate offering price of shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), and Preferred Stock Purchase Rights attached thereto (the "Rights" and, together with the Shares, the "Securities"). We have also acted as counsel to you in connection with the sale through Cantor Fitzgerald & Co. as the sales agent (the "Sales Agent") from time to time by the Company of shares of Common Stock (the "Sales Agreement Shares") having an aggregate offering price of up to \$2,900,000 pursuant to the Registration Statement, Base Prospectus and the related prospectus for the sale of the Sales Agreement Shares included in the Registration Statement, and that certain Sales Agreement dated December 20, 2013 between the Company and the Sales Agent.

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificate of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law (which includes reported judicial decisions interpreting the Delaware General Corporation Law).

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For purposes of the opinions set forth below, without limiting any other exceptions or qualifications set forth herein, we have assumed that after the issuance of the Shares, the total number of issued shares of Common Stock, together with the total number of shares of Common Stock issuable upon the exercise, exchange, conversion or settlement, as the case may be, of any exercisable, exchangeable or convertible security, as the case may be, then outstanding, will not exceed the total number of authorized shares of Common Stock under the Company's certificate of incorporation as then in effect.

Based on the foregoing, we are of the opinion that:

1. The Securities have been duly authorized.
2. When the price and other terms upon which the Shares (other than the Sales Agreement Shares) have been approved by the Board of Directors of the Company (or a duly authorized committee of the Board of Directors) and such Shares and the Rights attached thereto have been issued and delivered against payment therefor (in an amount not less than the par value thereof) in accordance with such terms, such Shares and the Rights attached thereto will be validly issued, fully paid and non-assessable.
3. When the Sales Agreement Shares have been issued and delivered by the Company against payment therefor (in an amount not less than the par value thereof) in accordance with the terms of the Sales Agreement, the issuance and delivery of the Sales Agreement Shares and the Rights attached thereto will have been duly authorized by all necessary corporate action of the Company, and the Sales Agreement Shares and the Rights attached thereto will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not 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 thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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