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

AMENDMENT NO. 2

to

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CollabRx, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

44 Montgomery Street, Suite 800
San Francisco, California 94104

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

(415) 248-5350
(Address, Including Zip Code, and
Telephone Number,
Including Area Code, of
Registrant's Principal Executive
Offices)

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

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

EXPLANATORY NOTE

CollabRx, Inc. is filing this pre-effective Amendment No. 2 (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, Part II of the Registration Statement, the signature page to the Registration Statement, the exhibit index and the re-filed exhibit. The prospectuses are unchanged and have been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth the costs and expenses payable by the registrant in connection with the registration for sale of our Common Stock. All of the amounts shown are estimates except the Securities and Exchange Commission (the "Commission") registration fee and the FINRA filing fee.

	Amount
Commission Registration Fee	\$ 1,288
Legal Fees and Expenses	25,000
FINRA Filing Fee	2,000
Accounting Fees and Expenses	35,000
Total	\$ 63,288

ITEM 15. LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS.

We are a Delaware corporation. Subsection (b)(7) of Section 102 of the Delaware General Corporation Law (the "DGCL"), enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which the director derived an improper personal benefit.

Subsection (a) of Section 145 of the DGCL empowers a corporation to indemnify any present or former director, officer, employee or agent of the corporation, or any individual serving at the corporation's request as a director, officer, employee or agent of another organization, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding provided that such director, officer, employee or agent acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, provided further that such director, officer, employee or agent had no reasonable cause to believe his conduct was unlawful.

Subsection (b) of Section 145 empowers a corporation to indemnify any present or former director, officer, employee or agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit provided that such director, officer, employee or agent acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification may be made in respect to any claim, issue or matter as to which such director, officer, employee or agent shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145 further provides that to the extent a director, officer, employee or agent has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith; that indemnification and advancement of expenses provided for, by, or granted pursuant to, Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and empowers the corporation to purchase and maintain insurance on behalf of a present or former director, officer, employee or agent of the corporation, or any individual serving at the corporation's request as a director, officer or employee of another organization, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liabilities under Section 145.

Our Certificate of Incorporation provides that to the fullest extent permitted by the Delaware General Corporation Law (“DGCL”), a director of CollabRx shall not be liable to CollabRx or its stockholders for monetary damages for breach of fiduciary duty as a director.

ITEM 16. INDEX TO EXHIBITS.

Number	Exhibit
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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*

* Previously filed.

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 29th 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 29th 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

* By: /s/ Thomas R. Mika
Attorney-in-Fact

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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 29, 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).

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. In addition, for purposes of the opinions set forth below concerning the Rights, without limiting any other exceptions or qualifications set forth herein, we have assumed that members of the Board of Directors of the Company have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Shareholder Rights Agreement, dated as of April 13, 2011 (the "Rights Agreement"), by and between the Company and Registrar and Transfer Company, as Rights Agent.

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 will be validly issued, fully paid and non-assessable and the Rights attached thereto will be valid and binding obligations of the Company.
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 will be validly issued, fully paid and non-assessable and the Rights attached thereto will be valid and binding obligations of the Company.

It should be understood that the opinions set forth above concerning the Rights (a) do not address the determination a court of competent jurisdiction may make regarding whether the Board of Directors of the Company would be required to redeem or terminate, or take other action with respect to, the Rights at some future time based on the facts and circumstances existing at that time and (b) address the Rights and the Rights Agreement in their entirety and not any particular provision of the Rights or the Rights Agreement, and it is not settled whether the invalidity of any particular provision of a rights agreement or of rights issued thereunder would result in invalidating such rights in their entirety.

CollabRx, Inc.
January 29, 2014
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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
