

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

**FORM S-1  
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)      **7374** (Primary Standard Industrial Classification Code Number)      **68-0370244** (I.R.S. Employer Identification Number)

**44 Montgomery Street, Suite 800  
San Francisco, California  
(415) 248-53250**

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

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

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

*Copies to:*

**William Davison, Esq.  
Goodwin Procter LLP  
135 Commonwealth Drive  
Menlo Park, California 94025  
(650) 752-3114**

**Gregory Sichenzia, Esq.  
Marcelle Balcombe, Esq.  
Jeff Cahlon, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway  
New York, NY 10006  
(212) 930-9700**

**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement is declared 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  
 File No. 333-199477

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

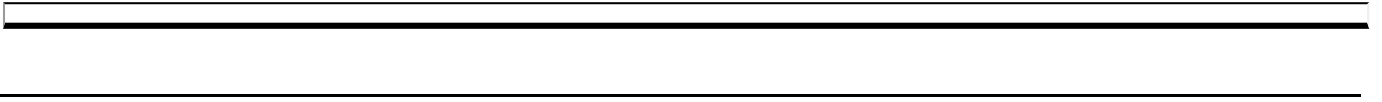
Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller

reporting company)



CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(2)</sup>
Common Stock, \$0.01 par value per share	736,000	\$ 1.25	\$ 920,000	\$ 106.90
Common Stock Purchase Warrants	-	-	-	-
Shares of Common Stock underlying Common Stock Purchase Warrants	736,000	\$ 1.56	\$ 1,148,160	\$ 133.42
Underwriter's Common Stock Purchase Warrants	-	-	-	-
Shares of Common Stock underlying Underwriter's Common Stock Purchase Warrants	22,080	\$ 1.56	\$ 34,444.80	\$ 4.00
<b>Total</b>	<b>1,494,080</b>		<b>\$ 2,102,604.80</b>	<b>\$ 244.32</b>

- (1) Represents only the additional number of shares being registered and includes shares of common stock that may be purchased by the underwriter 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. 333-199477).
- (2) **The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$4,600,000 on a Registration Statement on Form S-1 (File No. 333-199477), which was declared effective by the Securities and Exchange Commission on February 18, 2015. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$2,102,604.80 is hereby registered, which includes shares issuable upon the exercise of the underwriters' over-allotment option.**

**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, CollabRx, Inc. is filing this registration statement with the Securities and Exchange Commission, or SEC. This registration statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-199477), which we originally filed on October 20, 2014, as amended, or the Registration Statement, and which the SEC declared effective on February 18, 2015.

We are filing this registration statement for the sole purpose of increasing by 736,000 shares the number of shares of our common stock to be registered for issuance and sale, together with warrants to purchase an equal number of shares of common stock and warrants issuable to the underwriter and shares of common stock issuable upon exercise thereof. The additional securities that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement. The information set forth in the Registration Statement is incorporated by reference in this filing.

The required opinions and consents are listed on the exhibit index and filed with this filing.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this 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 February 19, 2015.

### COLLABRX, INC.

By: /s/ Thomas R. Mika

Thomas R. Mika

*President, Chief Executive Officer and Chairman of the Board*

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 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/ Thomas R. Mika</u> Thomas R. Mika	President, CEO and Chairman of the Board <i>(Principal Executive Officer)</i>	February 19, 2015
<u>/s/ Thomas R. Mika</u> Thomas R. Mika	Acting Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 19, 2015
<u>*</u> Jeffrey M. Krauss	Director	February 19, 2015
<u>*</u> Carl Muscari	Director	February 19, 2015
<u>*</u> James Karis	Director	February 19, 2015
<u>*</u> Paul Billings	Director	February 19, 2015

\*By: /s/ Thomas R. Mika

Thomas R. Mika

*Attorney-in-Fact*

**Exhibit index**

<b>Exhibit number</b>	<b>Description of exhibit</b>
<a href="#">5.1</a>	Opinion of Goodwin Procter LLP
<a href="#">23.1</a>	Consent of Burr Pilger Mayer, Inc., Independent Registered Public Accounting Firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Registration Statement on Form S-1 (File No. 333-199477) filed October 20, 2014, as amended)

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

February 19, 2015

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

Re: Securities Registered under Registration Statement on Form S-1 (File No. 333-199477) and Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-1 (File No. 333-199477) (as amended, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") and the Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement" and, together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement, relating to the registration by CollabRx, Inc., a Delaware corporation (the "Company"), of up to 736,000 shares (the "Shares") of the Company's Common Stock, \$0.01 par value per share, warrants (the "Warrants") to purchase additional shares of Common Stock (the "Warrant Shares") and Preferred Stock Purchase Rights attached thereto (the "Rights"). In connection with the foregoing offer, you have agreed to issue to the underwriter warrants (the "Underwriter Warrants") to purchase shares of Common Stock (the "Underwriter Warrant Shares") and Preferred Stock Purchase Rights attached thereto (the "Underwriter Rights"). The Shares, the Warrants, the Warrant Shares, the Rights, the Underwriter Warrants, the Underwriter Warrant Shares and the Underwriter Rights are referred to herein as the "Securities."

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 certificates 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, Warrant Shares and Underwriter Warrant 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 and the Underwriter 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.

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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, the Warrants and the Underwriter Warrants have been approved by the Board of Directors of the Company (or a duly authorized committee of the Board of Directors) and such Shares, Warrants, Underwriter Warrants and the Rights and Underwriter Rights attached thereto have been issued and delivered (with respect to the Shares, against payment therefor in an amount not less than the par value thereof) in accordance with such terms, such Shares, Warrants and Underwriter Warrants will be validly issued, fully paid and non-assessable and the Rights and Underwriter Rights attached thereto will be valid and binding obligations of the Company.

3. When the Warrant Shares and Underwriter Warrant 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 Warrants and Underwriter Warrants, the issuance and delivery of the Warrant Shares, Underwriter Warrant Shares and the Rights and Underwriter Rights attached thereto will have been duly authorized by all necessary corporate action of the Company, and the Warrant Shares and Underwriter Warrant Shares will be validly issued, fully paid and non-assessable and the Rights and Underwriter 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 and Underwriter 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 or Underwriter Rights at some future time based on the facts and circumstances existing at that time and (b) address the Rights, the Underwriter Rights and the Rights Agreement in their entirety and not any particular provision of the Rights, the Underwriter 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.

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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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated June 6, 2014 relating to the consolidated financial statements of CollabRx, Inc. (which expresses an unqualified opinion and includes an explanatory paragraph regarding uncertainty about CollabRx, Inc.'s ability to continue as a going concern) appearing in the Prospectus, which is a part of such Registration Statement. We also consent to the reference of our firm under the heading "Experts" in such Registration Statement.

Burr Pilger Mayer, Inc.  
San Francisco, California  
February 19, 2015

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