

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Palomar Holdings, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

6331
(Primary Standard Industrial
Classification Code Number)

83-3972551
(IRS Employer
Identification No.)

**7979 Ivanhoe Avenue, Suite 500
La Jolla, California 92037
(619) 567-5290**

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

**Mac Armstrong
Chief Executive Officer
Palomar Holdings, Inc.
7979 Ivanhoe Avenue, Suite 500
La Jolla, California 92037
(619) 567-5290**

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

Copies to:

**Michael S. Kagnoff, Esq.
Patrick J. O'Malley, Esq.**
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121
(858) 677-1400

**Cheston J. Larson, Esq.
Erika Weinberg, Esq.**
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5435

**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, as amended (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. File No. 333-233900

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 Accelerated filer Non-accelerated filer

Smaller reporting company or Emerging growth company

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	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.0001 per share	287,500	\$ 36.50	\$ 10,493,750	\$ 1,271.85

(1) Represents only the additional number of shares of the registrant's common stock being registered and includes shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-233900) (the "Prior Registration Statement").

(2) The registrant previously registered securities at an aggregate offering price not to exceed \$197,627,500 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on September 25, 2019. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$10,493,750 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

(3) 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 Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Palomar Holdings, Inc., a Delaware corporation (the “Company”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on [Form S-1 \(Registration No. 333-233900\), initially filed by the Company with the Securities and Exchange Commission on September 23, 2019](#) (the “Prior Registration Statement”) and which was declared effective on September 25, 2019, including the exhibits thereto, are incorporated herein by reference.

We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered pursuant to the Prior Registration Statement by 287,500 shares. The additional securities that are being registered for 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 Prior Registration Statement.

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	Opinion of DLA Piper LLP (US)
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)

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 La Jolla, California, on the 25th day of September, 2019.

Palomar Holdings, Inc.

By: _____ /s/ Mac Armstrong
 Mac Armstrong
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mac Armstrong Mac Armstrong	Chief Executive Officer and Director (Principal Executive Officer)	September 25, 2019
/s/ Christopher Uchida Christopher Uchida	Chief Financial Officer and Corporate Secretary (Principal Financial and Accounting Officer)	September 25, 2019
* James Ryan Clark	Chairman of the Board	September 25, 2019
* Robert E. Dowdell	Director	September 25, 2019
* George L. Estes III	Director	September 25, 2019
* Catriona M. Fallon	Director	September 25, 2019
* Geoffrey I. Miller	Director	September 25, 2019
* Richard H. Taketa	Director	September 25, 2019

* By: /s/ Mac Armstrong _____
 Mac Armstrong
 Attorney-in-Fact

DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, California 92121-2133

September 25, 2019

Palomar Holdings, Inc.
7979 Ivanhoe Avenue, Suite 500
La Jolla, California 92037

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel to Palomar Holdings, Inc., a Delaware corporation (the “**Company**”) in connection with the Company’s filing of (i) a Registration Statement on Form S-1 (File No. 333-233900) (as amended or supplemented, the “**Initial Registration Statement**”) pursuant to the Securities Act of 1933, as amended (the “**Act**”) and (ii) a second 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 the Company in connection with the Company’s filing of the 462(b) Registration Statement, relating to the registration by the Company of up to 287,500 shares (the “**Shares**”) of the Company’s Common Stock, \$0.0001 par value per share, including Shares purchasable by the underwriters upon their exercise of an option granted to the underwriters, to be sold by the selling stockholders identified in the Registration Statement.

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

In connection with this opinion, we have reviewed and relied upon the Registration Statement, the Company’s charter documents, as amended and restated to date, records of the Company’s corporate proceedings in connection with the offering, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. With respect to the foregoing documents, we have assumed the authenticity of all records, documents, and instruments submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the conformity to the originals of all records, documents, and instruments submitted to us as copies. We have also obtained from officers of the Company certificates as to certain factual matters and, insofar as this opinion is based on matters of fact, we have relied on such certificates without independent investigation.

We express no opinion concerning any law other than the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing) and the federal law of the United States of America.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth above, we are of the opinion that the Shares have been duly authorized and validly issued and are fully-paid and non-assessable.

We consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to this firm under the caption “Legal Matters” in the Initial Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

We disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein after the effective date of the Registration Statement. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Shares, or the Registration Statement.

Very truly yours,

/s/ DLA Piper LLP (US)

DLA Piper LLP (US)

Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption "Experts" and to the incorporation by reference of our report dated March 15, 2019, with respect to the consolidated financial statements of Palomar Holdings, Inc. and Subsidiaries, formerly GC Palomar Holdings, in the Registration Statement (Form S-1 No. 333-233900) and related Prospectus of Palomar Holdings, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Francisco, California
September 25, 2019
