

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

**FORM F-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Olink Holding AB (publ)
(Exact name of registrant as specified in its charter)

Sweden
(State or other jurisdiction of
incorporation or organization)

3826
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

**Uppsala Science Park
SE-751 83
Uppsala, Sweden
Tel: +46 (0) 18 - 444 39 70**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Olink Proteomics Inc.
2711 Centerville Road, Ste 400
Wilmington, Delaware 19808
Tel: (617) 393-3933**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Kristopher D. Brown
Stephanie A. Richards
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8800**

**Annika Melin Jakobsson
Mats Dahlberg
Advokatfirman Delphi KB
Mäster Samuelsgatan 17,
P.O. Box 1432
SE-111 84
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Ylva Forsberg
Advokatfirmaet Schjødt AS,
filial Hamngatan 27
P.O. Box 715
SE-101 33
Stockholm, Sweden
+46 8 505 501 00**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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. 333-257842

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 an emerging growth company as defined in Rule 405 of the Securities Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

[†]The term "new or revised financial accounting standards" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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	Amount of registration fee
Common shares, quota value approx. SEK 2.431906612 per share (2)	575,000	\$ 31.00	\$ 17,825,000	\$ 1,944.71
<p>(1) Represents only the additional number of shares being registered and includes 75,000 common shares issuable upon exercise of the underwriters' option to purchase additional American Depositary Shares, or ADSs, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form F-1 (File No. 333-257842).</p> <p>(2) All common shares in the U.S. offering will be represented by ADSs, each of which represents one (1) common share of the registrant. ADSs issuable upon deposit of the common shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-254427).</p>				

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 AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission, or the Commission, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering by Olink Holding AB (publ), or the Registrant, of common shares (including common shares represented by American Depositary Shares, or ADSs), with each ADS representing one (1) common share, quota value approx. SEK 2.431906612 per share, contemplated by the Registration Statement on Form F-1 (File No. 333-257842), initially filed with the Commission by the Registrant on July 12, 2021, or the Prior Registration Statement, and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of common shares to be offered in the public offering by \$17,825,000, which includes additional common shares that the underwriters have the option to purchase. The additional common shares 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 contents of the Prior Registration Statement, which was declared effective by the Commission on July 14, 2021, and all exhibits thereto are hereby incorporated by reference.

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

EXHIBIT INDEX

Exhibit No.	Exhibit Index
5.1	Opinion of Advokatfirman Delphi KB, Swedish counsel to the Registrant
23.1	Consent of Öhrlings PricewaterhouseCoopers AB, independent registered public accounting firm.
23.2	Consent of Advokatfirman Delphi KB, Swedish counsel to the Registrant (included in Exhibit 5.1).
24.1*	Power of Attorney.

* Previously filed on the signature page to the Registrant's Registration Statement on Form F-1, as amended (File No 333-257842), originally filed with the Securities and Exchange Commission on July 12, 2021 and incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Uppsala, Sweden, on the 14th day of July, 2021.

OLINK HOLDING AB (PUBL)

By: /s/ Jon Heimer

Name: Jon Heimer

Title: Chief Executive Officer

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jon Heimer</u> Jon Heimer	Chief Executive Officer <i>(Principal Executive Officer)</i>	July 14, 2021
<u>/s/ Oskar Hjelm</u> Oskar Hjelm	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	July 14, 2021
<u>*</u> Jon Hindar	Chairman of the Board of Directors	July 14, 2021
<u>*</u> Solange Glaize	Director	July 14, 2021
<u>*</u> Johan Lund, PhD	Director	July 14, 2021
<u>*</u> Tina S. Nova, PhD	Director	July 14, 2021
<u>*</u> Nicolas Roelofs, PhD	Director	July 14, 2021
<u>*</u> Gustavo Salem	Director	July 14, 2021
<u>*</u> Tommi Unkuri	Director	July 14, 2021
By: <u>/s/ Bill Campbell</u> Olink Proteomics Inc. Name: Bill Campbell Title: Chief Executive Officer and President	Authorized Representative in the United States	July 14, 2021

*By: /s/ Jon Heimer

Jon Heimer Attorney-in-fact

14 July 2021 (EDT)

Olink Holding AB (publ)
Uppsala Science Park
SE-751 83
Uppsala, Sweden

Re: Olink Holding AB (publ), Company Reg. No 559189-7755 – F-1 registration

We, Advokatfirman Delphi KB (a Swedish law firm), have acted as Swedish legal advisers to Olink Holding AB (publ) (the “**Company**”) with respect to certain matters of Swedish law in connection with, inter alia, the registration statement on Form F-1 (File No. 333-257842) filed with the United States Securities and Exchange Commission (the “**SEC**”) on 12 July 2021 (the “**Initial Registration Statement**”) and a Registration Statement on Form F-1 related thereto that is to be filed with the SEC pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”) (the “**Rule 462(b) Registration Statement**” and, together with the Initial Registration Statement, the “**Registration Statement**”), in connection with the public offering of American Depositary Shares (the “**ADSs**”), each representing one (1) common share in the Company with a quota value of SEK 2.431906612 (rounded), under the Securities Act. This legal opinion is delivered to you pursuant to the Company’s request.

Basis of the opinion

For the purpose of this opinion (the “**Opinion**”) we have examined the following documents:

- i. copies of the Registration Statement;
- ii. the articles of association (Sw. *bolagsordning*) of the Company, adopted on 16 March 2021 (the “**Articles of Association**”);
- iii. the certificate of incorporation (Sw. *registreringsbevis*) for the Company, issued by the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the “**SCRO**”), on 21.15 PM CEST on 14 July 2021, showing relevant entries in the Swedish Company Registry (Sw. *bolagsregistret*) as per such date;
- iv. the minutes of the annual general meeting of the Company held on 16 March 2021 (the “**AGM Minutes**”); and
- v. the minutes of the meeting of the board of directors of the Company, held on 15 June 2021 and the pricing committee on 14 July 2021, inter alia, approving the Registration Statement and the registration hereof with the SEC.

The documents mentioned in Sections (i) – (v) above are referred to as the “**Corporate Documents**” and individually a “**Corporate Document**”.

Reliance

With respect to various questions of fact, we have relied upon certificates of public officials and upon certificates issued by the SCRO. For the purposes of this opinion, we have examined such other agreements, documents and records as we have deemed necessary or appropriate for the purpose of rendering this opinion.

Assumptions

When giving this opinion we have assumed:

- a) the accuracy and completeness of: the facts set out in any other documents reviewed by us; and any other information set out in public registers, e.g. certificates from the SCRO, or that has otherwise been supplied or disclosed to us; and as we have not made any independent investigation thereof you are advised to seek verification of such matters or information from other parties or seek comfort in respect thereof in other ways;
- b) that the Company and its board of directors have acted in accordance with the general clause (Sw. generalklausulen) in the Swedish Companies Act and provisions regarding good market practice in connection with resolving to issue the Shares;
- c) that all signatures on all documents supplied to us as originals or as copies of originals are genuine and that all documents submitted to us are true, authentic and complete;
- d) that all documents, authorizations, powers of attorney, and authorities produced to us remain in full force and effect and have not been amended or affected by any subsequent action not disclosed to us;
- e) that where a document has been examined by us in draft form, it will be or has been executed in the form of that draft, and where a number of drafts of a document have been examined by us all changes to them have been marked or otherwise drawn to our attention;
- f) all documents retrieved by us or supplied to us electronically (whether in portable document format (PDF) or as scanned copies), as photocopies, facsimile copies or e-mail copies are in conformity with the originals; and
- g) that there has been no mutual or relevant unilateral mistake of fact and that there exists no fraud or duress.

Opinions

Based upon and subject to the foregoing and subject to the qualifications set out below, we are of the opinion that:

- a) The Company is a public limited liability company (Sw. publikt aktiebolag) registered and validly existing under the laws of the Kingdom of Sweden; and
- b) The registered share capital of the Company, as of the date of this opinion is 289,414,061 SEK divided into 119,007,062 common shares with a quota value of SEK 2.431906612 (rounded) (the “**Shares**”). The Shares have been validly authorized and constitute valid and fully paid shares.

Qualifications

The qualifications to which this opinion is subject are as follows:

- 1) we express no opinion as to the exact interpretation of any particular wording in the Corporate Documents by any court;
- 2) provisions in the Corporate Documents providing that certain facts, determinations or calculations will be conclusive and binding (or prima facie evidence) may not be effective if they are incorrect and such provisions will not necessarily prevent judicial inquiry into the merits of such facts, determinations or calculations;
- 3) this Opinion is given only with respect to the laws of the Kingdom of Sweden as in force today and as such laws are currently applied by Swedish courts and we express no opinion with respect to the laws of any other jurisdiction nor have we made any investigations as to any law other than the laws of the Kingdom of Sweden;
- 4) in rendering this Opinion we have relied on certain matters of information obtained from the Company and other sources reasonably believed by us to be credible;
- 5) the underwriting agreement, to be entered into between the Company and the underwriters of the initial public offering and listing, and this opinion are expressed in the English language whilst addressing and explaining institutions and concepts of the laws of the Kingdom of Sweden; and such institutions and concepts may be reflected in or described by the English language only imperfectly; and we express no opinion on how the courts of the Kingdom of Sweden would construe contractual language expressed in English where the contract would be subject to the laws of the Kingdom of Sweden. However, we believe that such courts may pay attention to the meaning and import of such expressions in the laws of any pertinent jurisdiction in which the English language is normally or habitually employed, in construing, for the purposes of the laws of the Kingdom of Sweden, what the parties intended to put in writing.

Governing Law

This opinion is given in the Kingdom of Sweden and shall be governed by and construed in accordance with the laws of the Kingdom of Sweden.

Benefit of opinion

This Opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter.

We are not assuming any obligation to notify you of any changes to this Opinion as a result of any facts or circumstances that may come to our attention in the future or as a result of any change in the laws of the Kingdom of Sweden which may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit of the Rule 462(b) Registration Statement and the references to this firm in the section of the Registration Statement entitled "Legal Matters". This consent is not to be construed as an admission that we are a party whose consent is required to be filed as part of the Registration Statement under the provisions of the Securities Act.

Yours faithfully,

/s/ Advokatfirman Delphi KB

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of Olink Holding AB (publ) of our report dated February 26, 2021 relating to the financial statements of Knilo HoldCo AB and our report dated December 11, 2020 relating to the financial statements of Olink Proteomics Holding AB, which appear in in the Registration Statement on Form F-1 (No. 333-257842) of Olink Holding AB (publ). We also consent to the references to us under the heading “Experts” in the Registration Statement on Form F-1 (No. 333-257842) incorporated by reference in this Registration Statement.

/s/ ÖhrlingsPricewaterhouseCoopers AB

Stockholm, Sweden

July 14, 2021
