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

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**POST-EFFECTIVE  
AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**5E Advanced Materials, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1400**  
(Primary Standard Industrial  
Classification Code Number)

**87-3426517**  
(I.R.S. Employer  
Identification No.)

**9329 Mariposa Road, Suite 210  
Hesperia, CA 92344  
(442) 221-0225**

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

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**Paul Weibel  
Chief Executive Officer  
5E Advanced Materials, Inc.  
9329 Mariposa Road, Suite 210  
Hesperia, CA 92344  
(442) 221-0225**

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

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*Copies to:*

**Drew Capurro  
Scott Westhoff  
Latham & Watkins LLP  
650 Town Center Drive, 20th Floor  
Costa Mesa, CA 92626  
(714) 540-1235**

**Matthew Bernstein  
Justin Grossman  
Ellenoff Grossman & Schole LLP  
1345 Avenue of the Americas  
New York, NY 10105  
(212) 370-7889**

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**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.

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.  (File No. 333-292988)

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

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.**

**This Post-Effective Amendment No. 1 shall become effective upon filing in accordance with Rule 462(d) promulgated under the Securities Act of 1933, as amended.**

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## **EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (this “Amendment”) relates to the Registrant’s Registration Statement on Form S-1 (File No. 333-292988) (as amended, the “Registration Statement”) declared effective by the Securities and Exchange Commission on January 29, 2026 and is being filed for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of the Registration Statement other than Item 16(a) of Part II as set forth below.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>
23.1	<a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>
24.1	<a href="#">Power of Attorney (included on the signature page to the initial filing of this Registration Statement)</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hesperia, State of California, on January 29, 2026.

### 5E ADVANCED MATERIALS, INC.

By: /s/ Paul Weibel

Name: Paul Weibel

Title Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement 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/ Paul Weibel</u> Paul Weibel	Chief Executive Officer (Principal Executive Officer)	January 29, 2026
<u>/s/ Joshua Malm</u> Joshua Malm	Chief Financial Officer, Treasurer and Corporate Secretary (Principal Financial and Accounting Officer)	January 29, 2026
<u>*</u> Graham van't Hoff	Director	January 29, 2026
<u>*</u> Curt Hébert	Director	January 29, 2026
<u>*</u> Barry Dick	Director	January 29, 2026
<u>*</u> Bryn Jones	Director	January 29, 2026

\* By: /s/ Paul Weibel

Paul Weibel  
Attorney-in-fact

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Costa Mesa, California 92626-1925  
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**LATHAM & WATKINS** LLP

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Madrid	Washington, D.C.

January 29, 2026

5E Advanced Materials, Inc.  
9329 Mariposa Road, Suite 210  
Hesperia, CA 92344

Re: 5E Advanced Materials, Inc.

To the addressee set forth above:

We have acted as special counsel to 5E Advanced Materials, Inc., a Delaware corporation (the “*Company*”), in connection with the proposed issuance of up to 18,000,000 shares of common stock, \$0.01 par value per share (the “*Shares*”). The Shares are included in a registration statement on Form S-1 under the Securities Act of 1933, as amended (the “*Act*”), initially filed with the Securities and Exchange Commission (the “*Commission*”) on January 27, 2026 (File No. 333-292988) (as amended, the “*Initial Registration Statement*”) and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (together with the Initial Registration Statement, the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the form of securities purchase agreement most recently filed as an exhibit to the Registration Statement, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

January 29, 2026

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**LATHAM & WATKINS** LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Latham & Watkins LLP