

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

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

Bowhead Specialty 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)

87-1433334
(I.R.S. Employer Identification
Number)

**1411 Broadway, Suite 3800
New York, NY 10018
(212) 970-0269**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**H. Matthew Crusey
General Counsel
Bowhead Specialty Holdings Inc.
1411 Broadway, Suite 3800
New York, NY 10018
(212) 970-0269**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Todd E. Freed
Dwight S. Yoo
Laura Kaufman Belkhat
Skadden, Arps, Slate, Meagher & Flom LLP
One Manhattan West
New York, NY 10001
(212) 735-3000**

**Marc D. Jaffe
Erika L. Weinberg
Gary D. Boss
Latham & Watkins LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 906-1200**

Approximate date of commencement of proposed sale to the 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-278653)

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, 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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 to Section 7(a)(2)(B) of the Securities Act.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 (this “Registration Statement”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, for the sole purpose of increasing the aggregate number of shares of common stock offered by Bowhead Specialty Holdings Inc. (the “Registrant”) by 992,156 shares, which includes 129,411 shares of common stock that may be sold pursuant to the underwriters’ option to purchase additional 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 Filing Fee Table (Exhibit 107) filed as an exhibit to the Registration Statement on Form S-1, as amended (File No. 333-278653) (together with its exhibits, the “Prior Registration Statement”), which was declared effective by the Securities and Exchange Commission on May 22, 2024. The information set forth in the Prior Registration Statement, including all exhibits and amendments thereto are hereby incorporated by reference in this filing.

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

EXHIBIT INDEX

Number	Description
5.1	<u>Opinion of Skadden, Arps, Slate, Meagher & Flom LLP</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1 hereto)</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-278653), originally filed with the Commission on May 13, 2024 and incorporated herein by reference).</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on May 22, 2024.

BOWHEAD SPECIALTY HOLDINGS INC.

By: /s/ Stephen Sills
Name: Stephen Sills
Title: Chief Executive Officer and President

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/ Stephen Sills</u> Stephen Sills	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	May 22, 2024
<u>/s/ Brad Mulcahey</u> Brad Mulcahey	Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>	May 22, 2024
<u>/s/ Shirley Yap</u> Shirley Yap	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	May 22, 2024
<u>*</u> Matthew Botein	Chairperson	May 22, 2024
<u>*</u> Angela Brock-Kyle	Director	May 22, 2024
<u>*</u> Zhak Cohen	Director	May 22, 2024
<u>*</u> Fabian Fondriest	Director	May 22, 2024
<u>*</u> David Foy	Director	May 22, 2024
<u>*</u> David Holman	Director	May 22, 2024
<u>*</u> Jack Stein	Director	May 22, 2024
<u>*</u> Troy Van Beek	Director	May 22, 2024

* By: /s/ H. Matthew Crusey
H. Matthew Crusey
Attorney-in-Fact

Calculation of Filing Fee Tables

Form S-1
(Form Type)

Bowhead Specialty Holdings Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common stock, \$0.01 par value per share	Rule 457(a)	992,156 ⁽¹⁾	\$17.00	\$16,866,652	\$147.60 per \$1,000,000	\$2,489.52
Fees Previously Paid	Equity	Common stock, \$0.01 par value per share	Rule 457(a)	7,666,667	\$16.00	\$122,666,672	\$147.60 per \$1,000,000	\$18,105.60
		Total Offering Amounts				\$139,533,324		\$20,595.12
		Total Fees Previously Paid						\$18,105.60
		Total Fee Offsets						
		Net Fee Due						\$2,489.52

(1) Includes 129,411 additional shares that the underwriters have the option to purchase.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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 TOKYO
 TORONTO

May 22, 2024

Bowhead Specialty Holdings Inc.
 1411 Broadway, Suite 3800
 New York, New York 10018

RE: Bowhead Specialty Holdings Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as special United States counsel to Bowhead Specialty Holdings Inc., a Delaware corporation (the “Company”), in connection with the public offering by the Company of the Company’s common stock, par value \$0.01 per share (“Common Stock”), by the Company pursuant to the Registration Statement (as defined below). This opinion relates to up to 992,156 additional shares of Common Stock (including up to 129,411 shares of Common Stock subject to an over-allotment option) (the “Shares”) to be offered pursuant to the registration statement to which this opinion pertains to be filed by the Company on the date hereof (the “462(b) Registration Statement”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinion stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-1 (File No. 333-278653) of the Company relating to the Shares filed with the Securities and Exchange Commission (the “Commission”) on April 12, 2024 under the Securities Act, and Pre-Effective Amendments No. 1, No. 2 and No. 3 thereto, including the information deemed to be a part of the registration statement pursuant to Rule 430A of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”) (such registration statement, as so amended, being hereinafter referred to as the “Registration Statement”);



(b) the 462(b) Registration Statement;

(c) the form of the Underwriting Agreement (the “Underwriting Agreement”) proposed to be entered into between the Company and J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Keefe Bruyette & Woods, Inc., as representatives of the several Underwriters named therein (the “Underwriters”), relating to the sale by the Company to the Underwriters of the Shares, filed as Exhibit 1.1 to the Registration Statement;

(d) an executed copy of a certificate of H. Matthew Crusey, Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);

(e) a copy of the Company’s Certificate of Incorporation, as amended, certified by the Secretary of State of the State of Delaware as of May 10, 2024 and certified pursuant to the Secretary’s Certificate;

(f) the form of the Company’s Amended and Restated Certificate of Incorporation, to be in effect before the closing of the sale of the Shares and filed as Exhibit 3.1 to the Registration Statement (the “Amended and Restated Certificate of Incorporation”);

(g) a copy of the Company’s Bylaws, in effect as of the date hereof and certified pursuant to the Secretary’s Certificate; and

(h) the form of the Company’s Amended and Restated Bylaws, to be in effect before the closing of the sale of the Shares and filed as Exhibit 3.2 to the Registration Statement (the “Amended and Restated Bylaws”).

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below, including the facts and conclusions set forth in the Secretary’s Certificate and the factual representations and warranties contained in the Underwriting Agreement.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials, including the factual representations and warranties set forth in the Underwriting Agreement. In addition, we have assumed that the issuance of the Shares will not violate or conflict with any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws or those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement).

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the “DGCL”).

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that when (i) the 462(b) Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (ii) the Underwriting Agreement has been duly authorized, executed and delivered by the Company and the other parties thereto; (iii) the Amended and Restated Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware and has become effective and the Board of Directors of the Company, including any appropriate committee appointed thereby, has taken all necessary corporate action to adopt the Company’s Amended and Restated Bylaws and to approve the issuance and sale of the Shares and related matters, including the price per share of the Shares; and (iv) the Shares are registered in the Company’s share registry and delivered upon payment of the consideration therefor determined by the Board of Directors, the Shares, when issued and sold in accordance with the provisions of the Underwriting Agreement, will be duly authorized by all requisite corporate action on the part of the Company under the DGCL and validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.01 per Share.

We hereby consent to the reference to our firm under the heading “Legal Matters” in the prospectus forming part of the Registration Statement. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the 462(b) Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

DSY

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 22, 2024, except for the effects of the stock split discussed in Note 2 to the consolidated financial statements, as to which the date is May 13, 2024, relating to the financial statements and financial statement schedules, which appears in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-278653) of Bowhead Specialty Holdings Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-27865) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Chicago, Illinois
May 22, 2024