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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NewAmsterdam Pharma Company N.V.
(Exact Name of Registrant as Specified in Its Charter)

The Netherlands
(State or other jurisdiction of
incorporation or organization)

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

Goimeer 2-35
1411 DC Naarden
The Netherlands
Tel: +31 (0) 35 206 2971
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

NewAmsterdam Pharma Corporation
20803 Biscayne Blvd, Suite #105
Aventura, FL 33180
Tel: +31 (0) 35 206 2971
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

Brian K. Rosenzweig
Kerry S. Burke
Covington & Burling LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018
Tel: (212) 841-1000

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. 333-280687

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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
Non-accelerated filer

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 Securities Act.

This 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 OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, NewAmsterdam Pharma Company N.V. (the “Registrant”), is filing this Registration Statement on Form S-3 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-3 ([File No. 333-280687](#)) (the “Prior Registration Statement”), which the Registrant filed with the Commission on July 3, 2024 and which the Commission declared effective on July 12, 2024.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities registered for issuance by the Registrant by a proposed additional aggregate offering price of \$78,975,000, which includes shares that may be sold by the Registrant in the event the underwriters exercise their option to purchase additional ordinary shares of the Registrant. 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 of unsold securities under the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on an Exhibit Index below and filed herewith or incorporated by reference herein.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following documents are filed as part of this registration statement on Form S-3:

| Exhibit No. | Description |
|-------------|--|
| 5.1 | <u>Opinion of NautaDutilh N.V.</u> |
| 5.2 | <u>Opinion of Covington & Burling LLP.</u> |
| 23.1 | <u>Consent of NautaDutilh N.V. (included in Exhibit 5.1 to this Registration Statement).</u> |
| 23.2 | <u>Consent of Covington & Burling LLP (included in Exhibit 5.2 to this Registration Statement).</u> |
| 23.3 | <u>Consent of Deloitte Accountants B.V., independent registered public accounting firm of NewAmsterdam Pharma Company N.V.</u> |
| 24 | Power of Attorney (<u>incorporated by reference to Exhibit 24 to the Prior Registration Statement.</u>) |
| 107 | <u>Calculation of Filing Fee Table.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Naarden, the Netherlands, on December 11, 2024.

NewAmsterdam Pharma Company N.V.

By: /s/ Michael Davidson

Name: Dr. Michael Davidson

Title: Chief Executive Officer and Executive Director

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

| Name | Title | Date |
|---|--|-------------------|
| <u>/s/ Michael Davidson</u> Dr. Michael Davidson | Chief Executive Officer and Executive Director <i>(Principal Executive Officer)</i> | December 11, 2024 |
| <u>/s/ Ian Somaiya</u> Ian Somaiya | Chief Financial Officer <i>(Principal Financial Officer)</i> | December 11, 2024 |
| <u>*</u> Louise Kooij | Chief Accounting Officer <i>(Principal Accounting Officer)</i> | December 11, 2024 |
| <u>*</u> William H. Lewis | Chairperson and Non-Executive Director | December 11, 2024 |
| <u>*</u> Dr. John Kastelein | Chief Scientific Officer and Non-Executive Director | December 11, 2024 |
| <u>/s/ Wouter Joustra</u> Wouter Joustra | Non-Executive Director | December 11, 2024 |
| <u>*</u> Dr. Nicholas Downing | Non-Executive Director | December 11, 2024 |
| <u>*</u> Dr. James N. Topper | Non-Executive Director | December 11, 2024 |
| <u>*</u> Dr. Louis Lange | Non-Executive Director | December 11, 2024 |
| <u>*</u> John W. Smither | Non-Executive Director | December 11, 2024 |
| <u>*</u> Janneke van der Kamp | Non-Executive Director | December 11, 2024 |
| <u>/s/ Mark C. McKenna</u> Mark C. McKenna | Non-Executive Director | December 11, 2024 |

*By: /s/ Michael Davidson
Dr. Michael Davidson
Attorney-in-Fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirement of the Securities Act, the undersigned, the duly undersigned representative in the United States of NewAmsterdam Pharma Company N.V., has signed this registration statement in the United States, on December 11, 2024.

NewAmsterdam Pharma Corporation

By: /s/ Michael Davidson
Name: Dr. Michael Davidson
Title: President

P.O. Box 7113
 1007 JC Amsterdam
 Beethovenstraat 400
 1082 PR Amsterdam
 T +31 20 71 71 000
 F +31 20 71 71 111

Amsterdam, 11 December 2024.

To the Company:

We have acted as legal counsel as to Dutch law to the Company in connection with the filing of the Registration Statement with the SEC. This opinion letter is rendered to you in order to be filed with the SEC as an exhibit to the Registration Statement.

Capitalised terms used in this opinion letter have the meanings set forth in Exhibit A to this opinion letter. The section headings used in this opinion letter are for convenience of reference only and are not to affect its construction or to be taken into consideration in its interpretation.

This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document reviewed by us in connection with this opinion letter.

In rendering the opinions expressed in this opinion letter, we have reviewed and relied upon a draft of the Registration Statement and pdf copies of the Corporate Documents and we have assumed that any issuance of Registered Securities shall be effected for bona fide commercial reasons. We have not investigated or verified any factual matter disclosed to us in the course of our review.

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Dutch courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Dutch or European competition law, data protection law, tax law, securitisation law or regulatory law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with, or to notify or inform you of, any developments and/or changes of Dutch law subsequent to today's date. We do not purport to opine on the consequences of amendments to the Registration Statement or the Corporate Documents subsequent to the date of this opinion letter.

Amsterdam
 Brussels
 London
 Luxemburg
 New York
 Rotterdam

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Dutch law. The competent courts at Amsterdam, the Netherlands, have exclusive jurisdiction to settle any issues of interpretation or liability arising

All legal relationships are subject to NautaDutilh N.V.'s general terms and conditions (see <https://www.nautadutilh.com/terms>), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

out of or in connection with this opinion letter. Any legal relationship arising out of or in connection with this opinion letter (whether contractual or non-contractual), including the above submission to jurisdiction, is governed by Dutch law and shall be subject to the general terms and conditions of NautaDutilh. Any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under NautaDutilh's insurance policy in the matter concerned. No person other than NautaDutilh may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Dutch legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Dutch legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

- a. each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;
- b. if any signature under any document is an electronic signature (as opposed to a handwritten ("wet ink") signature) only, it is either a qualified electronic signature within the meaning of the eIDAS Regulation, or the method used for signing is otherwise sufficiently reliable;
- c. the Registration Statement will have become effective upon filing with the SEC pursuant to Rule 462(b) under the Securities Act in the form reviewed by us;
- d. at each Relevant Moment, (i) Ordinary Shares shall have been admitted for trading on a trading system outside the European Economic Area comparable to a regulated market or a multilateral trading facility as referred to in Section 2:86c(1) DCC and (ii) no financial instruments issued by the Company (or depository receipts for or otherwise representing such financial instruments) have been admitted to trading on a regulated market, multilateral trading facility or organised trading facility operating in the European Economic Area (and no request for admission of any such financial instruments to trading on any such trading venue has been made);
- e. the Current Articles are the Articles of Association currently in force and as they will be in force at each Relevant Moment;

- f. at each Relevant Moment, the authorised share capital (*maatschappelijk kapitaal*) of the Company shall allow for the issuance of the Registered Shares;
- g. at each Relevant Moment, the Company will not have (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign, (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*), (vi) been granted a suspension of payments (*surseance van betaling verleend*), (vii) started or become subject to statutory proceedings for the restructuring of its debts (*akkoordprocedure*) or (viii) been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;
- h. any Registered Securities shall be issued, and any pre-emption rights in connection therewith shall have been excluded, pursuant to resolutions validly passed by the corporate body (*orgaan*) of the Company duly authorised to do so;
- i. the issue price for any Registered Shares shall at least equal the aggregate nominal value thereof and the exercise price of any Warrants shall at least equal the aggregate nominal value of the underlying Warrant Shares, any such issue or exercise price shall have been satisfied in cash and shall have been received and accepted by the Company ultimately upon the issuance of the relevant Registered Shares and, where relevant, the Company shall have consented to payment in a currency other than Euro;
- j. any Warrant Shares issued in connection with the exercise of any Warrants shall be issued pursuant to a valid exercise of such Warrant in accordance with their respective terms; and
- k. no Registered Securities shall be offered to the public (*aanbieden aan het publiek*) in the Netherlands other than in conformity with the Prospectus Regulation, the PRIIPs Regulation and the rules promulgated thereunder.

Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

Corporate Status

1. The Company has been duly incorporated as a *besloten vennootschap met beperkte aansprakelijkheid* and is validly existing as a *naamloze vennootschap*.

Registered Shares

2. Subject to receipt by the Company of payment in full for, or other satisfaction of the issue or exercise price for, the Registered Shares, and when issued by the Company and accepted by the acquiror(s) thereof, the Registered Shares shall be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

- A. Opinion 1 must not be read to imply that the Company cannot be dissolved (*ontbonden*). A company such as the Company may be dissolved, inter alia by the competent court at the request of the company's board of directors, any interested party (*belanghebbende*) or the public prosecution office in certain circumstances, such as when there are certain defects in the incorporation of the company. Any such dissolution will not have retro-active effect.
- B. Pursuant to Section 2:7 DCC, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Dutch Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Current Articles, we have no reason to believe that, by issuing Registered Securities, the Company would transgress the description of the objects contained in its Articles of Association. However, we cannot assess whether there are other relevant circumstances that must be taken into account, in particular whether the interests of the Company are served by issuing Registered Securities since this is a matter of fact.
- C. Pursuant to Section 2:98c DCC, a company such as the Company may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Section 2:98c DCC, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind

itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Section 2:98c DCC is null and void (*nietig*).

- D. The opinions expressed in this opinion letter may be limited or affected by:
- a. rules relating to Insolvency Proceedings or similar proceedings under a foreign law and other rules affecting creditors' rights generally;
 - b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to insolvency practitioners and insolvency office holders in bankruptcy proceedings or creditors;
 - c. claims based on tort (*onrechtmatige daad*);
 - d. sanctions and measures, including but not limited to those concerning export control, pursuant to European Union regulations, under the Dutch Sanctions Act 1977 (*Sanctiewet 1977*) or other legislation;
 - e. the Anti-Boycott Regulation, Anti Money Laundering Laws and related legislation;
 - f. any intervention, recovery or resolution measure by any regulatory or other authority or governmental body in relation to financial enterprises or their affiliated entities; and
 - g. the rules of force majeure (*niet toerekenbare tekortkoming*), reasonableness and fairness (*redelijkheid en billijkheid*), suspension (*opschorting*), dissolution (*ontbinding*), unforeseen circumstances (*onvoorziene omstandigheden*) and vitiated consent (i.e., duress (*bedreiging*), fraud (*bedrog*), abuse of circumstances (*misbruik van omstandigheden*) and error (*dwaling*)) or a difference of intention (*wil*) and declaration (*verklaring*).
- E. The term “non-assessable” has no equivalent in the Dutch language and for purposes of this opinion letter such term should be interpreted to mean that a holder of an Ordinary Share shall not by reason of merely being such a holder be subject to assessment or calls by the Company or its creditors for further payment on such Ordinary Share.

- F. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement and also consent to the reference to NautaDutilh in the Initial Registration Statement under the caption “Legal Matters”. In giving this consent we do not admit or imply that we are a person whose consent is required under Section 7 of the Securities Act, or any rules and regulations promulgated thereunder.

Sincerely yours,

/s/ NautaDutilh N.V.
NautaDutilh N.V.

EXHIBIT A

LIST OF DEFINITIONS

| | |
|---------------------------------------|--|
| “ Anti Money Laundering Laws ” | The European Anti-Money Laundering Directives, as implemented in the Netherlands in the Money Laundering and Terrorist Financing Prevention Act (<i>Wet ter voorkoming van witwassen en financieren van terrorisme</i>) and the Dutch Criminal Code (<i>Wetboek van Strafrecht</i>). |
| “ Anti-Boycott Regulation ” | The Council Regulation (EC) No 2271/96 of 22 November 1996 on protecting against the effects of the extra-territorial application of legislation adopted by a third country, and actions based thereon or resulting therefrom. |
| “ Articles of Association ” | The Company’s articles of association (<i>statuten</i>) as they read from time to time. |
| “ Bankruptcy Code ” | The Dutch Bankruptcy Code (<i>Faillissementswet</i>). |
| “ Commercial Register ” | The Dutch Commercial Register (<i>handelsregister</i>). |
| “ Company ” | NewAmsterdam Pharma Company N.V., a public company with limited liability (<i>naamloze vennootschap</i>), registered with the Commercial Register under number 86649051. |
| “ Corporate Documents ” | The Deed of Incorporation, the Deed of Conversion and the Current Articles. |
| “ Current Articles ” | The Articles of Association as contained in the Deed of Conversion. |
| “ DCC ” | The Dutch Civil Code (<i>Burgerlijk Wetboek</i>). |
| “ Deed of Conversion ” | The deed of conversion and amendment to the Articles of Association dated 21 November 2022. |
| “ Deed of Incorporation ” | The Company’s deed of incorporation (<i>akte van oprichting</i>) dated 10 June 2022. |

| | |
|---|---|
| “ eIDAS Regulation ” | Regulation (EU) No 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC. |
| “ Initial Registration Statement ” | The Company’s registration statement on Form S-3 (File No. 333-280687) filed with the SEC on 3 July 2024 in the form reviewed by us. |
| “ Insolvency Proceedings ” | Any insolvency proceedings within the meaning of Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (recast), as amended by Regulation (EU) 2021/2260 of the European Parliament and of the Council of 15 December 2021, listed in Annex A thereto and any statutory proceedings for the restructuring of debts (<i>akkoordprocedure</i>) pursuant to the Bankruptcy Code. |
| “ NautaDutilh ” | NautaDutilh N.V. |
| “ the Netherlands ” | The European territory of the Kingdom of the Netherlands and “ Dutch ” is in or from the Netherlands. |
| “ Ordinary Shares ” | Ordinary shares in the Company’s capital, with a nominal value of EUR 0.12 each. |
| “ PRIIPs Regulation ” | Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs). |
| “ Prospectus Regulation ” | Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC. |

| | |
|---------------------------------|---|
| “Registered Securities” | The Registered Shares and the Warrants. |
| “Registered Shares” | The following Ordinary Shares: <ol style="list-style-type: none">a. the Ordinary Shares registered pursuant to the Registration Statement; andb. Warrant Shares. |
| “Registration Statement” | The Company’s registration statement on Form S-3 filed with the SEC on the date hereof pursuant to Rule 462(b) under the Securities Act in the form reviewed by us. |
| “Relevant Moment” | Each time when one or more Registered Securities are issued by the Company. |
| “SEC” | The United States Securities and Exchange Commission. |
| “Securities Act” | The United States Securities Act of 1933, as amended. |
| “Warrant Shares” | The Ordinary Shares issuable pursuant to the exercise of the Warrants. |
| “Warrants” | One or more series of warrants issuable by the Company and registered pursuant to the Registration Statement for the purchase of Ordinary Shares. |

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405
T +1 212 841 1000

December 11, 2024

NewAmsterdam Pharma Company N.V.
Gooimeer 2-35
1411 DC Naarden
The Netherlands

Ladies and Gentlemen:

We have acted as United States counsel to NewAmsterdam Pharma Company N.V., a Dutch public limited liability company (*naamloze vennootschap*) (the “Company”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “Securities Act”), of the offer and sale by the Company from time to time of up to \$78,975,000 in aggregate amount of (i) ordinary shares of the Company, nominal value €0.12 per share (the “Ordinary Shares”) and (ii) warrants to purchase Ordinary Shares (the “Warrants”), the terms of which will be determined by the board of directors of the Company prior to the issuance thereof, pursuant to the Company’s Registration Statement on Form S-3 (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to Rule 462(b) promulgated under the Securities Act. The Registration Statement incorporates by reference the registration statement on Form S-3 (File No. 333-280687), which was filed with the Commission on July 3, 2024 and declared effective by the Commission on July 12, 2024 (the “Initial Registration Statement”).

We have reviewed the Registration Statement, the Initial Registration Statement, including the form of prospectus included therein and such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic and that all copies of documents submitted to us conform to the originals.

We have assumed that, at the time of the issuance, sale and delivery of each issue of Warrant:

- (i) the execution, delivery and performance by the Company of any warrant agreement (a “Warrant Agreement”) and all actions necessary for the issuance of the Warrants and the form and terms thereof will comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any agreement or instrument to which the Company is a party or by which it is bound or any court or other governmental or regulatory body having jurisdiction over the Company;

- (ii) the Company will have duly authorized, executed and delivered any such Warrant Agreement and will have duly authorized the issuance of any such Warrants, and none of such authorizations will have been modified or rescinded, and there will not have occurred any change in law affecting the validity, legally binding character or enforceability thereof; and
- (iii) the prospectus included in the Initial Registration Statement will describe the Warrants offered thereby or an appropriate prospectus supplement will have been prepared, delivered and filed with the Commission in compliance with the Securities Act and the applicable rules and regulations thereunder and will describe the Warrants offered thereby.

We have also assumed that the Warrants will be offered and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement, the Initial Registration Statement and the appropriate prospectus supplement. We have assumed further that the Warrant Agreements and any Warrant issued pursuant thereto will be governed by and construed in accordance with the laws of the State of New York. We have further assumed that, at the time of the issuance, sale and delivery of any Warrant, the Company will have a sufficient number of authorized but unissued Ordinary Shares under its articles of association.

We have assumed further that the Company is, and shall remain, a company duly organized, validly existing and in good standing under the laws of the Netherlands and has, and will have, all requisite power, authority and legal right to execute, deliver and perform its obligations under the Warrants and the Warrant Agreements. With respect to all matters of laws of the Netherlands, we note that you are relying on an opinion of NautaDutilh B.V., dated as of the date hereof, which opinion is filed as Exhibit 5.1 to the Registration Statement.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible.

Based upon the foregoing, and subject to the qualifications set forth below, we are of the opinion that when, as and if (i) the Registration Statement and any required post-effective amendments thereto have all become effective under the Securities Act and all prospectus supplements required by applicable law have been delivered and filed as required by such laws; (ii) all necessary corporate action has been taken by the Company to authorize, execute and deliver the applicable Warrant Agreement and to authorize the form, terms, execution and delivery of any Warrants and to fix or otherwise determine the consideration to be received for such Warrants and the terms of the offer and sale thereof; (iii) any legally required consents, approvals, authorizations and other orders of the Commission and any other regulatory authorities have been obtained; (iv) any Ordinary Shares purchasable upon the exercise of such Warrants have been duly and validly authorized and reserved for issuance and sale; (v) the applicable Warrant Agreement, if any, with respect to the Warrants has been duly executed and delivered by the Company and the warrant agent; and (vi) the Warrants have been duly executed and delivered by the Company against payment therefor in accordance with any applicable Warrant Agreement, in accordance with such

corporate action and applicable law and as contemplated in the Registration Statement, the Initial Registration Statement and the related prospectus supplement setting forth the terms of the Warrants and the plan of distribution, then, upon the happening of such events, such Warrants will constitute the valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights and to general equity principles.

We express no opinion as to: (i) waivers of defenses, subrogation and related rights, rights to trial by jury, rights to object to venue, or other rights or benefits bestowed by operation of law; (ii) indemnification, contribution, exculpation, or arbitration provisions, or provisions for the non-survival of representations, to the extent they purport to indemnify any party against, or release or limit any party's liability for, its own breach or failure to comply with statutory obligations, or to the extent such provisions are contrary to public policy; (iii) provisions for liquidated damages and penalties, penalty interest and interest on interest; (iv) provisions purporting to supersede equitable principles, including provisions requiring amendments and waivers to be in writing and provisions making notices effective even if not actually received, or (v) provisions purporting to make a party's determination conclusive. We express no opinion as to the valid issuance or enforceability of any securities other than the Warrants, including any securities not issued by the Company.

Our opinion above is qualified to the extent that the enforcement of any Warrants denominated in a currency other than United States dollars may be limited by requirements that a claim (or a foreign currency judgment in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law.

We are members of the bar of the State of New York. We do not express any opinion herein on any laws other than the laws of the State of New York.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the Registration Statement. We also hereby consent to the reference to our firm under the heading "Legal Matters" in the prospectus relating to the offer and sale of the Warrants incorporated by reference in the Registration Statement. 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 Securities Act.

Very truly yours,

/s/ Covington & Burling LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 MEF of our report dated February 28, 2024, relating to the financial statements of NewAmsterdam Pharma Company N.V., included in Registration Statement No. 333-280687 of Form S-3 of NewAmsterdam Pharma Company N.V. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte Accountants B.V.

Eindhoven, The Netherlands
December 11, 2024

Calculation of Filing Fee Tables

Form S-3
(Form Type)NewAmsterdam Pharma Company N.V.
(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 | Ordinary Shares, nominal value EUR 0.12 | Rule 457(o) | | (1) | (1) | — | — |
| | Other | Warrants to purchase ordinary shares, nominal value EUR 0.12 | Rule 457(o) | | (1) | (1) | | |
| | Unallocated (Universal) Shelf | — | Rule 457(o) | (1) | (1) | \$78,975,000 | 0.00015310 | \$12,091.08 |
| Fees Previously Paid | N/A | N/A | N/A | N/A | N/A | N/A | N/A | N/A |
| Total Offering Amounts | | | | | | \$78,975,000 | | \$12,091.08 |
| Total Fees Previously Paid | | | | | | | | \$— |
| Total Fee Offsets | | | | | | | | \$— |
| Net Fee Due | | | | | | | | \$12,091.08 |

(1)The Registrant previously registered the offer and sale of its securities, including ordinary shares, nominal value EUR 0.12 (the “Ordinary Shares”) and warrants to purchase Ordinary Shares, having a proposed maximum aggregate offering price of \$400,000,000 pursuant to a Registration Statement on Form S-3 (File No. 333-280687), which was filed by the Registrant on July 3, 2024 and declared effective by the Securities and Exchange Commission on July 12, 2024 (the “Prior Registration Statement”). As of the date hereof, a balance of \$400,000,000 of such securities remains unsold under the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), and General Instruction IV(A) of Form S-3, the Registrant is hereby registering the offer and sale of an additional \$78,975,000 of its Ordinary Shares and warrants to purchase Ordinary Shares representing no more than 20% of the maximum aggregate offering price of securities remaining available for issuance under the Prior Registration Statement. Pursuant to Rule 416 under the Securities Act, this Registration Statement shall also cover any additional securities of the Registrant that become issuable by reason of any splits, dividends or similar transactions or anti-dilution adjustments.