Section 1: S-1MEF (S-1MEF)

As filed with the Securities and Exchange Commission on June 3, 2020.

SEcurities AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

CLARIVATE PLC
(Exact Name of Registrant as Specified in Its Charter)

Jersey, Channel Islands
(State or Other Jurisdiction of Incorporation or Organization)

7374
(Primary Standard Industrial Classification Code Number)

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

Friars House, 160 Blackfriars Road
London, SE1 8EZ
United Kingdom
+44 207 4334000

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

Vistra USA, LLC
888 Seventh Avenue, 5th Floor
New York, New York 10016
Telephone: (212) 500-6259

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

Copies to:

Joseph A. Hall
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

Daniel J. Bursky
Meredith L. Mackey
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
Phone: (212) 859-8000

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. ☐ File No. 333-238848

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 □
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

<table>
<thead>
<tr>
<th>Title of Each Class of Securities to Be Registered</th>
<th>Amount to Be Registered(1)(2)</th>
<th>Proposed Maximum Offering Price Per Share(1)(2)</th>
<th>Proposed Maximum Aggregate Offering Price(1)(2)</th>
<th>Amount of Registration Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary shares</td>
<td>9,200,000</td>
<td>$22.28</td>
<td>$204,976,000</td>
<td>$26,606</td>
</tr>
</tbody>
</table>

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based upon the average of the high and low sales prices of the ordinary shares as reported on the New York Stock Exchange on May 27, 2020.

(2) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the securities initially registered pursuant to Registration Statement No. 333-238848. A total of 46,000,000 of securities were registered under Registration Statement No. 333-238848. In no event will the aggregate amount of all securities issued by the registrant pursuant to this Registration Statement and Registration Statement No. 333-238848 exceed 55,200,000.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462 (b) under the Securities Act.
EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 is being filed by Clarivate Plc (the “Company”) with the Securities and Exchange Commission (the “Commission”) to register an additional 9,200,000 ordinary shares of the Company pursuant to Rule 462(b), promulgated under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of the Company’s Registration Statement on Form S-1 (File No. 333-238848), initially filed with the Commission on June 1, 2020, which was declared effective by the Commission on June 3, 2020, including each of the documents filed by the Company with the Commission and all the exhibits thereto.
The following documents are filed as part of this registration statement:

5.1*  Opinion of Ogier

23.1*  Consent of PricewaterhouseCoopers LLP

23.2*  Consent of KNAV P.A.

23.3*  Consent of Ogier (included in Exhibit 5.1)

24.1  Powers of Attorney (included on signature page to this Registrant’s Registration Statement on Form S-1 (File No. 333-238848) filed with the Commission on June 1, 2020 and incorporated herein by reference)

*  Filed herewith.
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-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on June 3, 2020.

**Clarivate Plc**

By: /s/ Jerre Stead

Name: Jerre Stead
Title: Executive Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons on June 3, 2020 in the capacities indicated.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
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<tbody>
<tr>
<td>*</td>
<td>Executive Chairman and Chief Executive Officer (principal executive officer)</td>
</tr>
<tr>
<td>Jerre Stead</td>
<td>Chief Financial Officer (principal financial officer)</td>
</tr>
<tr>
<td>*</td>
<td>Chief Accounting Officer (principal accounting officer)</td>
</tr>
<tr>
<td>Richard Hanks</td>
<td>Director</td>
</tr>
<tr>
<td>*</td>
<td>Director</td>
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<tr>
<td>Christie Archbold</td>
<td>Director</td>
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<td>*</td>
<td>Director</td>
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<td>Sheryl von Blucher</td>
<td>Director</td>
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<td>*</td>
<td>Director</td>
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<td>Kosty Gilis</td>
<td>Director</td>
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<td>Director</td>
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<td>Balakrishnan S. Iyer</td>
<td>Director</td>
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<td>*</td>
<td>Director</td>
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<td>Michael Klein</td>
<td>Director</td>
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<td>Nicholas Macksey</td>
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<td>Karen G. Mills</td>
<td>Director</td>
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<td>*</td>
<td>Director</td>
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<tr>
<td>Anthony Munk</td>
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</tr>
<tr>
<td>Name</td>
<td>Title</td>
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<tr>
<td>*</td>
<td>Director</td>
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<tr>
<td>Jane Okun Bomba</td>
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<td>*</td>
<td>Director</td>
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<tr>
<td>Charles J. Neral</td>
<td></td>
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<tr>
<td>*</td>
<td>Director</td>
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<tr>
<td>Richard W. Roedel</td>
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</tbody>
</table>
*By /s/ Jerre Stead Attorney-in-Fact
   Jerre Stead
Section 2: EX-5.1 (EXHIBIT 5.1)

Dear Sirs

Clarivate Plc (the Company) - Registration pursuant to Rule 462(b) under the US Securities Act of 1933, as amended (the Securities Act)

1 Background

1.1 In connection with the Registration Statement on Form S-1 (Registration No. 333-) (as amended, the 462(b) Registration Statement) filed by the Company today with the Securities and Exchange Commission pursuant to the Securities Act), you have asked us to furnish our opinion as to the legality of the additional securities being registered under the 462(b) Registration Statement.

1.2 The 462(b) Registration Statement relates to the registration by the Company under the Securities Act of a public offering by the selling shareholders identified therein of additional ordinary shares of no par value in the Company, (the Shares).

1.3 In this opinion, "non-assessable” means, in relation to a Share, that the consideration for which the Company agreed to issue that Share (as applicable) has been paid in full to the Company, so that no further sum is payable to the Company by any holder of that Share in respect of the purchase price of that Share.

2 Documents examined

2.1 For the purposes of giving this opinion, we have examined and relied upon such documents as we deem appropriate, including the following documents:

(a) the 462(b) Registration Statement;

(b) a letter referred to as the sponsor agreement dated 14 January 2019 between, amongst others, Churchill Sponsor LLC, Churchill Capital Corp, Camelot Holdings (Jersey) Limited and the Company (the Sponsor Agreement);

(c) an amendment to the Sponsor Agreement dated 1 June 2020 between the Company and Camelot Holdings (Jersey) Limited (the Amendment Agreement);
For the purposes of this opinion, we have assumed:

(d) the Company’s memorandum and articles of association in force as at the date hereof (the M&A);

(e) a true copy of minutes of two board meetings of the directors of the Company held on 9 January 2019 and written resolutions of the board of directors of the Company dated 26 February 2019 and 13 May 2019;

(f) the Company’s certificate of incorporation and certificate of incorporation on change of name;

(g) a consent to issue shares dated 7 January 2019 issued to the Company by the Jersey Financial Services Commission (the Commission) under the Control of Borrowing (Jersey) Order 1958, as amended (the COBO Consent);

(h) a certificate signed by a director of the Company dated on or around the date of this opinion; and

(i) a true copy of the branch register of members maintained by Continental Stock Transfer & Trust Company.

2.2 For the purposes of this opinion, we have, with the Company's consent, relied upon certificates and other assurances of directors and other officers of the Company as to matters of fact, without having independently verified such factual matters.

3 Assumptions

For the purposes of this opinion, we have assumed:

(a) the authenticity, accuracy, completeness and conformity to original documents of all copy documents and certificates of officers of the Company examined by us;

(b) that the signatures on all documents examined by us are the genuine signatures of persons authorised to execute or certify such documents;

(c) the accuracy and completeness in every respect of all certificates of directors or other officers of the Company given to us for the purposes of giving this Opinion and that (where relevant) such certificates would be accurate if they have been given as of the date hereof;

(d) that the Company has received in full the consideration for which the Company agreed to issue the Shares;

(e) that words and phrases used in the 462(b) Registration Statement have the same meaning and effect as they would if the 462(b) Registration Statement were governed by Jersey law;

(f) that no other event occurs after the date hereof which would affect the opinions herein stated;

(g) that there is no provision of the law or regulation of any jurisdiction other than Jersey which would have any adverse implication in relation to the opinion expressed hereunder; and

(h) that there has been no amendment to the COBO Consent.
Opinions

As a matter of Jersey law, and on the basis of and subject to the foregoing and the qualifications below, we are of the following opinions:

(a) the Shares have been duly authorised and, other than the Merger Shares (as defined in the Sponsor Agreement (as amended by the Amendment Agreement)), are validly issued, fully paid and non-assessable; and

(b) the Merger Shares, when issued as contemplated in the Sponsor Agreement (as amended by the Amendment Agreement), will be validly issued, fully paid and non-assessable.

Qualifications

This Opinion is subject to the following qualification:

(a) the obligations of the Company under, or in respect of, the Shares will be subject to any law from time to time in force relating to bankruptcy, insolvency, liquidation, reorganisation or administration or any other law or legal procedure affecting generally the enforcement of creditors' rights.

Governing Law, Limitations, Benefit and Disclosure

6.1 This Opinion shall be governed by and construed in accordance with the laws of Jersey and is limited to the matters expressly stated herein.

6.2 This Opinion is limited to matters of Jersey law and practice as at the date hereof and we have made no investigation and express no opinion with respect to the law or practice of any other jurisdiction.

6.3 We assume no obligation to advise you (to any other person who may rely on this Opinion in accordance with this paragraph), or undertake any investigations, as to any legal developments or factual matters arising after the date of the Opinion that might affect the opinions expressed herein.

6.4 We consent to the filing of a copy of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to reference to us being made in the 462(b) Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully

/s/ Ogier (Jersey) LLP

Ogier (Jersey) LLP

Section 3: EX-23.1 (EXHIBIT 23.1)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Clarivate Plc (formerly known as Clarivate Analytics Plc) of our report dated March 2, 2020 relating to the financial statements of Clarivate Analytics Plc, which appears in the Registration Statement on Form S-1 (No. 333-238848) of Clarivate Plc (formerly known as Clarivate Analytics Plc). We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-238848) of Clarivate Plc (formerly known as Clarivate Analytics Plc) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
June 3, 2020
CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Clarivate Plc of our report dated May 13, 2020, with respect to the combined financial statements of DRG Holdco Inc and its subsidiaries DRG Analytics & Insights Private Limited and the following subsidiaries/branches of PEL-DRG Dutch Holdco B.V. 1) Millennium Research Group Inc.; 2) Decision Resources Group UK Limited and its subsidiaries; 3) DRG Singapore Pte. Ltd and 4) Japan branch, which comprise the combined balance sheets as at December 31, 2019 and December 31, 2018 and the related combined statements of comprehensive loss, combined statement of changes in the stockholder’s equity and combined statements of cash flows for the years ended December 31, 2019 and December 31, 2018, and the related notes to the combined financial statements, in each case incorporation by reference in the Registration Statement on Form S-1 (No. 333-238848) of Clarivate Plc, and to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-238848) of Clarivate Plc incorporated by reference in this Registration Statement.

/s/ KNAV P.A.
KNAV P.A.
Atlanta, Georgia
June 3, 2020