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

Amendment No. 3
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Avista Healthcare Public Acquisition Corp.

(Exact Name of Registrant as Specified in its Charter)

Delaware (State or other jurisdiction of incorporation or organization)	6770 (Primary Standard Industrial Classification Code Number)	98-1329150 (I.R.S. Employer Identification Number)
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65 East 55th Street
18th Floor
New York, New York
(212) 593-6900

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

Ben Silbert
General Counsel and Secretary
Avista Healthcare Public Acquisition Corp.
65 East 55th Street
18th Floor
New York, NY 10022
Telephone: (212) 593-6900
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(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement is declared effective and all other conditions to the business combination described in the enclosed Proxy Statement/Prospectus have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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(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
(Do not check if a
smaller reporting company)

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.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the United States Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

Avista Healthcare Public Acquisition Corp. is filing this Amendment No. 3 (this "Amendment"), to its registration statement on Form S-4 (the "Registration Statement") as an exhibit-only filing to file Exhibit 5.1, Exhibit 8.1 and Exhibit 8.2 to the Registration Statement. Accordingly, this Amendment consists of only the cover page, this explanatory note, Part II of the Registration Statement, the signature page to the Registration Statement and Exhibit 5.1, Exhibit 8.1 and Exhibit 8.2. The joint proxy statement/prospectus contained in the Registration Statement is unchanged and has been omitted.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of directors and officers.

The Companies Law of the Cayman Islands does not limit the extent to which a company's memorandum and articles of association may provide for indemnification of officers and directors. However, such provision may be held by the Cayman Islands courts to be unenforceable, to the extent it seeks to indemnify or exculpate a fiduciary in respect of their actual fraud or willful default, or for the consequences of committing a crime. The Registrant's amended and restated memorandum and articles of association provides for indemnification of officers and directors for losses, damages, costs and expenses incurred in their capacities as such, except through their own actual fraud or willful default.

Such limitation of liability and indemnification does not affect the availability of equitable remedies. In addition, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, or the SEC, indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Securities Act, is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 21. Exhibits And Financial Statements Schedules.

(a) Exhibits.

The Exhibit Index following the signature page is incorporated herein by reference.

(b) Financial Statements.

The financial statements filed with this registration statement on Form S-4 are set forth on the Financial Statement Index and is incorporated herein by reference.

Item 22. Undertakings.

1. The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(e) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

2. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

3. The undersigned registrant hereby undertakes as follows: that prior to any public reoffering of the securities registered hereunder through use of a prospectus which is a part of this registration statement, by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c), the issuer undertakes that such reoffering prospectus will contain the information called for by the applicable registration form with respect to reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

4. The registrant undertakes that every prospectus: (1) that is filed pursuant to the immediately preceding paragraph, or (2) that purports to meet the requirements of Section 10(a)(3) of the Act and is used in connection with an offering of securities subject to Rule 415, will be filed as a part of an amendment to the registration statement and will not be used until such amendment is effective, and that, for purposes of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

5. The undersigned Registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Item 4, 10(b), 11 or 13 of this Form S-4, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of this Registration Statement through the date of responding to the request.

6. The undersigned Registrant hereby undertakes to supply by means of a post-effective amendment all information concerning this transaction that was not the subject of and included in this Registration Statement when it became effective.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1†	<u>Agreement and Plan of Merger, dated as of August 21, 2017, by and among AHPAC, Envigo, Merger Sub and NewCo (attached as Annex A to the proxy statement/prospectus which forms part of this registration statement).</u>
2.2†	<u>Amendment No. 1 to the Transaction Agreement, dated as of November 22, 2017, AHPAC, Envigo, Merger Sub and NewCo (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of AHPAC, filed with the SEC on November 22, 2017).</u>
2.3†	<u>Amendment No. 2 to the Transaction Agreement, dated as of December 22, 2017, AHPAC, Envigo, Merger Sub and NewCo (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of AHPAC, filed with the SEC on December 26, 2017).</u>
3.1†	<u>Proposed Certificate of Incorporation of AHPAC (attached as Annex B to the proxy statement/prospectus which forms part of this registration statement).</u>
3.2†	<u>Proposed Bylaws of AHPAC (attached as Annex C to the proxy statement/prospectus which forms part of this registration statement).</u>
4.1†	<u>Form of Tax Receivable Agreement to be entered into by AHPAC and the shareholder representative on behalf of the Selling Equityholders (attached as Annex D to the proxy statement/prospectus which forms part of this registration statement).</u>
4.2†	<u>Form of Amended and Restated Registration Rights Agreement to be entered into by AHPAC, the sponsor and the restricted stockholders (attached as Annex E to the proxy statement/prospectus which forms part of this registration statement).</u>
4.3†	<u>Parent Sponsor Letter Agreement, dated as of August 21, 2017 by the sponsor and the Class B Holders and agreed by AHPAC (attached as Annex F to the proxy statement/prospectus which forms part of this registration statement).</u>
5.1	<u>Form of Legal opinion of Weil, Gotshal & Manges LLP</u>
8.1	<u>Form of Tax opinion of Weil, Gotshal & Manges LLP</u>
8.2	<u>Form of Tax opinion of Maples and Calder</u>
23.1	<u>Form of Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1)</u>
23.2	<u>Form of Consent of Weil, Gotshal & Manges LLP (included in Exhibit 8.1)</u>
23.3	<u>Form of Consent of Maples and Calder (included in Exhibit 8.2)</u>
23.4†	<u>Consent of Marcum LLP relating to AHPAC's financial statements</u>
23.5†	<u>Consent of KPMG, LLP relating to Envigo's financial statements</u>
24.1†	<u>Powers of Attorney</u>
99.1†	<u>Form of AHPAC Proxy Card</u>
99.2†	<u>Consent of Dr. Adrian Hardy to be named as a director</u>
99.3†	<u>Consent of Brian Cass to be named as a director</u>
99.4†	<u>Consent of Richard Cimino to be named as a director</u>
99.5†	<u>Consent of Scott Cragg to be named as a director</u>
99.6†	<u>Consent of William Klitgaard to be named as a director</u>
101.INS†	XBRL Instance Document

<u>Exhibit Number</u>	<u>Description</u>
101.SCH†	XBRL Taxonomy Extension Schema
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase
101.DEF†	XBRL Taxonomy Extension Definition Linkbase
101.LAB†	XBRL Taxonomy Extension Label Linkbase
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase

* To be filed by amendment.

† Previously filed.

QuickLinks

[EXPLANATORY NOTE](#)

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Weil, Gotshal & Manges LLP

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 New York, NY 10153-0119
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[·], 2018

Avista Healthcare Public Acquisition Corp.
 65 East 55th Street
 18th Floor
 New York, NY 10022

Ladies and Gentlemen:

We have acted as counsel to Avista Healthcare Public Acquisition Corp., a Cayman Islands exempted corporation (the “Company”) in connection with the preparation and filing with the U.S. Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-4, File No. 333-221734 (as amended and together with all exhibits thereto, the “Registration Statement”), under the Securities Act of 1933, as amended (the “Act”), relating to, among other things, (i) the issuance of 31,000,000 shares of Class A common stock, par value \$0.0001 per share, of the Company (the “Shares”) and 31,000,000 warrants to purchase one-half of one share of Class A common stock, par value \$0.0001 per share, of the Company (the “Warrants”) to be issued pursuant to and in connection with the Domestication (as defined below) contemplated by that certain Transaction Agreement, dated as of August 21, 2017 (the “Agreement”), by and among the Company, Avista Healthcare Merger Sub, Inc., Avista Healthcare NewCo, LLC, Envigo International Holdings, Inc. and Jermyn Street Associates LLC, solely in its capacity as Shareholder Representative, which Agreement is described in the Registration Statement and included as Annex A thereto and (ii) as a condition to the effectiveness of the business combination contemplated by the Agreement (the “Business Combination”), the proposal of the Company to change its jurisdiction of incorporation by discontinuing as an exempted company in the Cayman Islands and continuing and domesticating as a corporation incorporated under the laws of the State of Delaware (the “Domestication”). The continuing entity following the Domestication will be renamed “Envigo International Holdings, Inc.” In this opinion, we refer to the Company following effectiveness of the Domestication as “ENVG.”

In so acting, we have prepared or examined originals or copies (certified or otherwise identified to our satisfaction) of: (i) the Registration Statement; (ii) the Agreement; (iii) the form of Certificate of Incorporation of ENVG to be effective upon the Domestication (the “Certificate of Incorporation”); (iv) the form of By-Laws of ENVG to be effective upon the Domestication

(the “By-Laws”); (v) the form of Certificate of Domestication; and (vi) the Warrant Agreement, dated October 10, 2016, between the Company and Continental Stock Transfer & Trust Company (the “Warrant Agreement”). We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity 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 certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to these opinions that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company and upon the representations and warranties of the Company contained in the Agreement.

In addition to the foregoing, for the purpose of rendering our opinions as expressed herein, we have assumed that:

1. Prior to effecting the Domestication and prior to the issuance of the shares of ENVG Common Stock: (i) the Registration Statement, as finally amended, will have become effective under the Securities Act; (ii) the shareholders of the Company will have approved, among other things, the Agreement and the Domestication; and (iii) all other necessary action will have been taken under the applicable laws of the Cayman Islands to authorize and permit the Domestication, and any and all consents, approvals and authorizations from applicable Cayman Islands governmental and regulatory authorities required to authorize and permit the Domestication will have been obtained; and

2. The current draft of the Certificate of Incorporation, in the form thereof submitted for our review, without alteration or amendment (other than identifying the appropriate date), will be duly authorized and executed and thereafter be duly filed with the Secretary of State of the State of Delaware (the “DE Secretary of State”), in accordance with Section 103 of the Delaware General Corporation Law (the “DGCL”), that no other certificate or document, other than the Certificate of Domestication as required under Section 388 of the DGCL, has been, or prior to the filing of the Certificate of Incorporation will be, filed by or in respect of the Company with the DE Secretary of State and that the Company will pay all fees and other charges required to be paid in connection with the filing of the Certificate of Incorporation.

In giving the following opinions, we have relied (without further verification) upon the legal opinion of Maples and Calder filed as Exhibit 5.1 to the Company’s registration statement on Form S-1/A (No. 333-213465) initially filed on September 30, 2016.

Based on the foregoing, and subject to the limitations, qualifications and assumptions stated herein, we are of the opinion that:

1. Upon effectiveness of the Domestication, each issued and outstanding ordinary share will automatically convert by operation of law, on a one-for-one basis, into validly issued, fully paid and non-assessable shares of ENVG Common Stock.

2. Upon effectiveness of the Domestication, each issued and outstanding Warrant will be a valid and binding obligation of ENVG, enforceable against ENVG in accordance with its terms, subject to applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and similar laws affecting creditors' rights and remedies generally, and subject, as to enforceability, to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether enforcement is sought in a proceeding at law or in equity).

The opinions expressed herein are limited to the laws of the State of New York and the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as Exhibit 5.1 to the Registration Statement and to any and all references to our firm under the heading "Legal Matters" in the joint proxy statement/prospectus which is a part of the Registration Statement. In giving such consent we do not hereby 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 promulgated thereunder.

Very truly yours,

Weil, Gotshal & Manges LLP

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 New York, NY 10153-0119
 +1 212 310 8000 tel
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[], 2018

Avista Healthcare Public Acquisition Corp.
 65 East 55th Street
 18th Floor
 New York, NY 10022

Ladies and Gentlemen:

We have acted as counsel to Avista Healthcare Public Acquisition Corp., a Cayman Islands exempted company (the “**AHPAC**”), in connection with the preparation and filing with the Securities and Exchange Commission (the “**Commission**”) of the Registration Statement on Form S-4, File No. 333-221734, filed with the Commission on the date hereof (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), relating to a Transaction Agreement, dated as of August 21, 2017 (as it may be amended from time to time, the “**Transaction Agreement**”), by and among Envigo International Holdings, Inc., a Delaware corporation (the “**Company**”), AHPAC, Avista Healthcare Merger Sub, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of AHPAC (“**Merger Sub**”), Avista Healthcare NewCo, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of AHPAC (“**NewCo**”) and Jermyn Street Associates LLC, solely in its capacity as Shareholder Representative. Any capitalized terms used but not defined herein have the meaning given to such terms in the Registration Statement.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of: (i) the Registration Statement; (ii) the prospectus contained in the Registration Statement; (iii) the prospectus, File No. 333-213465; dated October 10, 2016, in connection with the issuance of the units, each consisting of one AHPAC Class A ordinary share, \$.0001 par value, and one warrant; (iv) representations and covenants set forth in a letter dated as of the date hereof from an officer of AHPAC (the “**Officer’s Certificate**”); and (v) such other corporate records, agreements, documents and other instruments, and such other certificates or comparable documents of public officials and of officers and representatives of AHPAC as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth. In addition, we have obtained such additional information as we deemed relevant and necessary through consultation with various officers and representatives of AHPAC.

Our opinion set forth below assumes, with your consent: (1) the accuracy and completeness of the statements and facts concerning the Business Combination set forth in the Registration Statement, (2) the consummation of the Business Combination in the manner contemplated by, and in accordance with the terms set forth in, the Registration Statement, (3) that the representations and covenants are and will continue to be, including as of the Business Combination and thereafter, true and correct without regard to any qualification as to knowledge or belief, (4) that there will be no change in applicable U.S. federal income tax law from the date hereof through the effective time of the

Business Combination and (5) that the Business Combination will be reported by ENVG and its affiliates in a manner consistent with our opinion set forth below.

Based upon the facts and statements set forth above, our examination and review of the documents referred to above and subject to the assumptions set forth above and qualifications set forth below, we hereby confirm that the discussion contained in the Registration Statement under the caption “*Material Tax Considerations—Material U.S. Federal Income Tax Considerations*,” insofar as such discussion constitutes statements of U.S. federal income tax law or legal conclusions, subject to the assumptions, limitations and conditions set forth therein, represents our opinion as to the material U.S. federal income tax consequences of the Business Combination to beneficial owners of AHPAC Class A ordinary shares and AHPAC warrants and the material U.S. federal income tax consequences to them of owning and disposing of ENVG Class A common stock and ENVG warrants received in the domestication.

Our opinion is based on current provisions of the Internal Revenue Code of 1986, as amended, the Treasury Regulations promulgated thereunder, published pronouncements of the Internal Revenue Service and case law, in each case as in effect on the date hereof and any of which may be changed at any time with retroactive effect. Any change in applicable laws or facts and circumstances surrounding the Business Combination, or any inaccuracy in the facts or assumptions on which we have relied, may affect the continuing validity of the opinion set forth herein. We assume no responsibility to inform you of any such change or inaccuracy that may occur or come to our attention. No opinion is expressed as to any transactions other than the Business Combination or any matter other than those specifically covered by the foregoing opinion.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this 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, or the rules and regulations of the Commission thereunder.

Very truly yours,

Our ref MUL/710387-000001/53664589v3

Subject to review and amendment

Avista Healthcare Public Acquisition Corp.
PO Box 309, Uglan House
Grand Cayman
KY1-1104
Cayman Islands

[] 2018

Dear Sirs

Avista Healthcare Public Acquisition Corp.

We have acted as counsel as to Cayman Islands law to Avista Healthcare Public Acquisition Corp. (the “**Company**”) to provide this legal opinion in connection with the Company’s registration statement on Form S-4 (File No. 333-221734), including all amendments or supplements thereto, filed with the United States Securities and Exchange Commission (the “**Commission**”) under the United States Securities Act of 1933 (the “**Act**”), as amended, (including its exhibits, the “**Registration Statement**”).

1 Document Reviewed

We have reviewed a copy of the Registration Statement.

2 Assumptions

The following opinion is given only as to, and based on, circumstances and matters of fact existing and known to us on the date of this opinion letter. This opinion only relates to the laws of the Cayman Islands which are in force on the date of this opinion letter. We have relied upon the following assumptions, which we have not independently verified:

- 2.1 Copies of documents, conformed copies or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- 2.2 There is nothing under any law (other than the laws of the Cayman Islands) which would or might affect the opinion set out below. Specifically, we have made no independent investigation of the laws of the State of Delaware or any other United States of America jurisdiction.

3 Opinion

Based upon, and subject to, the foregoing assumptions and the qualifications set out below, and having regard to such legal considerations as we deem relevant, we are of the opinion that the statements made in the Registration Statement under the heading “Material Cayman Islands Tax Considerations” are correct and fair summaries of Cayman Islands law.

4 Qualifications

The opinion expressed above is subject to the following qualifications:

We express no opinion as to the meaning, validity or effect of any references to foreign (i.e. non-Cayman Islands) statutes, rules, regulations, codes, judicial authority or any other promulgations and any references to them in the Registration Statement.

We express no view as to the commercial terms of the Registration Statement or whether such terms represent the intentions of the parties and make no comment with regard to warranties or representations that may be made by the Company.

The opinion in this opinion letter is strictly limited to the matters contained in the opinion section above and do not extend to any other matters. We have not been asked to review and we therefore have not reviewed any of the ancillary documents relating to the Registration Statement and express no opinion or observation upon the terms of any such document.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading “Legal Matters” in the prospectus included in the Registration Statement. In providing our 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.

This opinion is addressed to you and may be relied upon by you and your counsel. This opinion is limited to the matters detailed herein and is not to be read as an opinion with respect to any other matter.

Yours faithfully

Maples and Calder