

BioAmber Inc.  
 Form 424B5  
 December 23, 2016  
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**Filed pursuant to Rule 424(b)(5)  
 Registration No. 333-196470**

**Prospectus Supplement to Prospectus, dated July 9, 2014**

**BioAmber Inc.**

**Warrants to purchase up to 2,224,199 shares of common stock**

We are offering warrants to purchase up to 2,224,199 shares of our common stock in this offering (and the shares of common stock issuable from time to time upon exercise or deemed exercise of these warrants). Each warrant entitles the holder thereof to receive the number of shares of common stock for which such holder subscribes on the exercise or deemed exercise of the warrant. The warrants are exercisable by the holders thereof in whole or in part at any time for no additional consideration and all unexercised warrants shall be deemed to be automatically exercised following the satisfaction of certain conditions specified in the warrants. Until such warrants are exercised or automatically exercised following the satisfaction of such conditions, the subscription proceeds from this registered offering of warrants will be placed in escrow. See Description of Our Warrants below.

Our common stock is traded on the New York Stock Exchange under the symbol BIOA. The last reported sale price of our common stock on the New York Stock Exchange on December 21, 2016 was \$4.15 per share. There is no established trading market for any of the warrants and we do not expect a market to develop. We do not intend to apply for a listing of any of the warrants on any national securities exchange.

**Investing in our securities involves risks. See Risk Factors beginning on page S-14 of this prospectus supplement.**

	<b>Per Share Underlying the Warrants</b>	<b>Total</b>
Public offering price	\$ 4.00	\$ 8,896,796

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Placement agent fee	\$ 0.20	\$ 444,840
Proceeds, before expenses, to us(1)	\$ 3.80	\$ 8,451,956

(1) The net proceeds from the sales of the warrants have been placed into escrow until the conditions specified in the warrants have been satisfied. See Description of our Warrants.

The placement agent expects to deliver the warrants on or about December 29, 2016.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus are truthful and complete. Any representation to the contrary is a criminal offense.**

**Rodman & Renshaw**

**a unit of H.C. Wainwright & Co.**

**Prospectus Supplement dated December 22, 2016.**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is part of the registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process and consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined. This prospectus supplement may add to, update or change information in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement or the accompanying prospectus.

If information in this prospectus supplement is inconsistent with the accompanying prospectus or with any document incorporated by reference that was filed with the SEC before the date of this prospectus supplement, you should rely on this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us, the securities being offered and other information you should know before investing in our securities. You should also read and consider information in the documents we have referred you to in the sections of this prospectus supplement and the accompanying prospectus entitled *Where You Can Find Additional Information* and *Incorporation of Certain Information by Reference*.

You should rely only on this prospectus supplement, the accompanying prospectus, the information incorporated or deemed to be incorporated by reference herein or therein and any free writing prospectus prepared by us or on our behalf. We have not, and the placement agent has not, authorized anyone to provide you with information that is in addition to or different from that contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We and the placement agent are not offering to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus, or incorporated by reference herein or therein, is accurate as of any date other than as of the date of this prospectus supplement or the accompanying prospectus or any free writing prospectus, as the case may be, or in the case of the documents incorporated by reference, the date of such documents regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of our securities. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

All references in this prospectus supplement or the accompanying prospectus to BioAmber, the Company, our company, we, us, or our mean BioAmber Inc. and our subsidiaries, unless we state otherwise or the context otherwise requires.

**No action is being taken in any jurisdiction outside the United States to permit a public offering of the securities or possession or distribution of this prospectus supplement or the accompanying prospectus in that jurisdiction. Persons who come into possession of this prospectus supplement or the accompanying prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus supplement or the accompanying prospectus applicable to that jurisdiction.**

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**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

We have filed with the SEC a registration statement on Form S-3 (File No. 333-196470) under the Securities Act of 1933, as amended, or the Securities Act, with respect to the common stock offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus filed as part of the registration statement do not contain all the information set forth in the registration statement and its exhibits and schedules. For further information about us, we refer you to the registration statement and to its exhibits and schedules.

We file annual, quarterly and current reports and other information with the SEC. You may read and copy any materials we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. The SEC also maintains an internet website at [www.sec.gov](http://www.sec.gov) that contains periodic and current reports, proxy and information statements, and other information regarding registrants that file electronically with the SEC. Our common stock is listed on The New York Stock Exchange, or NYSE, and reports, proxy statements and other information concerning us can also be inspected at the offices of the NYSE, 20 Broad Street, New York, New York 10005.

These documents are also available, free of charge, through the Investor Relations section of our website, which is located at [www.bio-amber.com](http://www.bio-amber.com). Information contained on or accessible through our website is not incorporated by reference into this prospectus supplement or the accompanying prospectus and you should not consider information on or accessible through our website to be part of this prospectus supplement or the accompanying prospectus.

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**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus supplement and the accompanying prospectus. The information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus, and later information that we file with the SEC prior to the completion of this offering will automatically update and supersede this information. We incorporate by reference the documents listed below that we have filed with the SEC:

description of our common stock contained in our Registration Statement on Form 8-A, filed on May 1, 2013;

our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed on March 15, 2016;

our Quarterly Reports on Form 10-Q for the quarterly period ended March 31, 2016, filed on May 9, 2016, for the quarterly period ended June 30, 2016, filed on August 9, 2016, and for the quarterly period ended September 30, 2016, filed on November 7, 2016;

our Current Reports on Form 8-K filed on January 19, 2016, February 12, 2016, February 26, 2016, April 26, 2016 (as amended on August 9, 2016), May 23, 2016 and September 14, 2016; and

our Proxy Statement on Schedule 14A filed on April 6, 2016 (solely to the extent specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2015).

We also incorporate by reference into this prospectus supplement and the accompanying prospectus all documents (other than current reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits filed on such form that are related to such items) that are filed by us with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, after the date of this prospectus supplement until we sell all of the shares covered by this prospectus supplement and the accompanying prospectus or the sale of shares by us pursuant to this prospectus supplement and the accompanying prospectus is terminated.

A statement contained in a document incorporated by reference into this prospectus supplement and the accompanying prospectus shall be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in this prospectus supplement and the accompanying prospectus or in any other subsequently filed document which is also incorporated in this prospectus supplement and the accompanying prospectus modifies or replaces such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.

You may request a copy of these documents, orally or in writing, which will be provided to you at no cost by contacting: BioAmber Inc., 1250 Rene Levesque West, Suite 4310, Montreal, Quebec, Canada H3B 4W8, or calling (514) 844-8000.





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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement and the accompanying prospectus contain or incorporate by reference statements that are not historical facts and are considered forward-looking within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. These forward-looking statements may contain projections of our future results of operations or of our financial position or state other forward-looking information. In some cases you can identify these statements by forward-looking words such as anticipate, believe, could, continue, estimate, expect, intend, should, will, would, plan, projected or the negative of such words or other similar words or phrases. We believe it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to accurately predict or control and that may cause our actual results to differ materially from the expectations we describe in our forward-looking statements. Investors are cautioned not to unduly rely on forward-looking statements because they involve risks and uncertainties, and actual results may differ materially from those discussed as a result of various factors, including, but not limited to:

the expected funding sources of our future planned manufacturing facilities and the expected timing of the completion of construction and the start of commercial operations at each of these facilities;

our joint venture with Mitsui & Co. Ltd., or Mitsui;

our offtake agreements with Vinmar International Ltd., or Vinmar, related to bio-based 1,4-butanediol, which we refer to as 1,4 BDO or BDO, tetrahydrofuran, which we refer to as THF, and bio-based succinic acid, including the timing of the financial close and commissioning and startup of our future facilities for the production of BDO and bio-succinic acid contemplated by such agreements, as amended to date;

our offtake agreement with PTTMCC Biochem Company Limited, or PTTMCC Biochem, for bio-succinic acid;

our ability to comply with the terms of our letter agreement with Bridging Finance Inc. in connection with our demand non-revolving credit facility, including the requirement to maintain a certain unrestricted cash balance;

the expected market applications for our products and the sizes of these addressable markets;

our ability to gain market acceptance for bio-succinic acid, its derivatives including 1,4 BDO and THF and other building block chemicals;

our ability to ramp up commercial sales and execute on our commercial expansion plan, including the timing and volume of our future production and sales;

the expected cost-competitiveness and relative performance attributes of our bio-succinic acid and the products derived from it;

our ability to cost-effectively produce and commercialize bio-succinic acid, its derivatives and other building block chemicals;

customer qualification, approval and acceptance of our products;

our ability to maintain and advance strategic partnerships and collaborations and the expected benefits and accessible markets related to those partnerships and collaborations;

the impact of our off-take agreements on our business with our customers, our distributors and our current and future equity partners;

our ability to economically obtain feedstock and other inputs;

the achievement of advances in our technology platform;

our ability to obtain and maintain intellectual property protection for our products and processes and not infringe on others' rights;

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government regulatory and industry certification approvals for our facilities and products;

government policymaking and incentives relating to bio-chemicals;

our ability to maintain an effective system of internal controls and prevent future material weaknesses or significant deficiencies from occurring;

our ability to maintain and secure adequate funding for our current business activities; and other risks and uncertainties referenced under "Risk Factors" below and in any applicable free writing prospectus and any documents incorporated by reference herein. Readers should not place undue reliance on our forward-looking statements. These forward-looking statements speak only as of the date on which the statements were made and are not guarantees of future performance. Except as may be required by applicable law, we do not undertake or intend to update any forward-looking statements after the date of this prospectus supplement or the respective dates of documents incorporated by reference herein or therein that include forward-looking statements.

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**SUMMARY**

*This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary does not contain all the information that you should consider before investing in our securities. You should read the entire prospectus supplement and the accompanying prospectus carefully, including Risk Factors contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein and the financial statements incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.*

**Overview**

We are an industrial biotechnology company producing sustainable chemicals. Our proprietary technology platform combines industrial biotechnology and chemical catalysis to convert renewable feedstocks into sustainable chemicals that are cost-competitive replacements for petroleum-derived chemicals, which are used in a wide variety of everyday products including plastics, resins, paints, food additives and personal care products. We currently sell our first product, bio-succinic acid, to customers in a variety of chemical markets. We produce bio-succinic acid at our facility in Sarnia, Ontario, pursuant to a joint venture agreement with Mitsui.

Succinic acid can be used to manufacture a wide variety of products used every day, including plastics, food additives and personal care products, and can also be used as a building block for a number of derivative chemicals. Today, petroleum-derived succinic acid is not used in many potential applications because of its relatively high production costs and selling price. We believe that our low-cost production capability and our development of next-generation bio-succinic derived products including 1,4 BDO, which is used to produce polyesters, plastics, spandex and other products, will provide us with access to a more than \$10 billion market opportunity.

We are working to rapidly expand our accessible markets and product portfolio. We have entered into strategic relationships with several leading companies, such as our multi-year agreements with PTTMCC Biochem for bio-succinic acid and Vinmar for bio-succinic acid, 1,4 BDO and THF. We have also entered into agreements with other companies for the supply of bio-succinic acid.

We have also entered into technology partnerships to lower our production costs, expand our product portfolio and enhance our biochemical production platform. For example, we entered into a technology partnership with Cargill, Inc., or Cargill, through which we exclusively license a proprietary yeast organism for use in our fermentation process to produce our products. We refer to the yeast organism that we have licensed from Cargill as our yeast. We have also established other technology licenses and collaborations, including with Johnson Matthey Davy Technologies, or Davy.

Our business strategy is to leverage the value of our technology by building and operating production facilities around the world. However, depending on our access to capital and third-party demand for our technology, we may also enter into technology licenses on an opportunistic basis.

We have entered into a joint venture agreement with Mitsui & Co. Ltd. for our facility in Sarnia, Ontario, which has a nameplate capacity of 30,000 metric tons of bio-succinic acid per year. We started commercial scale production at our Sarnia facility in October 2015 and ramp-up to full production capacity is expected in 2018. We terminated production at our large-scale demonstration facility in Pomacle, France at the end of 2014, where we manufactured our bio-succinic acid prior to the completion of our Sarnia facility. Our joint venture with Mitsui also contemplates the potential construction and operation of an additional facility, which we expect to occur over the next three to five years.

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We are committed to managing our economic, social, environmental and ethical performance through continued sustainable business practices. We have completed a life cycle analysis for our facility in Sarnia that indicates that no carbon dioxide equivalent (greenhouse gases) will be emitted per kilogram of our bio-succinic acid produced, making our process carbon neutral. This is significantly less carbon emission intensive than the current petrochemical process for making succinic acid, in which 7.1 kilograms of carbon dioxide equivalent are emitted per kilogram of succinic acid produced. This represents a 100% reduction in greenhouse gases for our bio-succinic acid process, relative to the current petrochemical process for making succinic acid. The life cycle analysis also indicates that our facility in Sarnia will consume 64% less energy than the current petrochemical process.

We were incorporated in the State of Delaware in October 2008 as DNP Green Technology, Inc. and were established as the result of a spin-off of certain assets from Diversified Natural Products, Inc. In September 2010, we acquired the 50% interest in our joint venture Bioamber S.A.S. that we did not already own, after which, Bioamber S.A.S. became wholly owned by us. Concurrent with this acquisition, the Company changed its name from DNP Green Technology, Inc. to BioAmber Inc. and changed its fiscal year end from June 30 to December 31. Bioamber S.A.S. was wholly owned by the Company until its liquidation in December 2014.

Our principal executive offices are located at 1250 Rene Levesque West, Suite 4310, Montreal, Quebec, Canada H3B 4W8, and our principal research and development facility is located at 1000 Westgate Drive, Suite 117, St. Paul, Minnesota, United States of America, 55114. Our telephone number in the United States is (651) 641-3623 and our telephone number in Canada is (514) 844-8000. Our website address is [www.bio-amber.com](http://www.bio-amber.com). We do not incorporate the information on or accessible through our website into this prospectus supplement or the accompanying prospectus, and you should not consider any information on, or that can be accessed through, our website as part of this prospectus supplement or the accompanying prospectus.

## **Concurrent Offering of Common Stock**

Concurrently with this offering of warrants, we are offering up to 1,748,750 shares of our common stock, which we refer to herein as the common stock offering. The common stock offering is being conducted as a separate underwritten offering by means of a separate prospectus supplement. The common stock is being sold at the same price per share as the warrants offered hereby. We cannot assure you that the common stock offering will be completed.

This prospectus supplement and the accompanying prospectus relate only to this offering of warrants and not to our common stock offering.

## **Recent Developments**

### ***Recent Operating Results (Preliminary and Unaudited)***

For the three months and year ended December 31, 2016, we expect total revenues to be between \$2.0 million and \$2.2 million, and \$9.6 million and \$9.8 million, respectively, as compared to total revenues of \$1.1 million and \$2.2 million for the three months and year ended December 31, 2015, and \$3.7 million for the three months ended September 30, 2016. These expected increases compared to 2015 are driven by the production ramp-up of our Sarnia facility, which started its commercial production in October 2015, while the expected decrease compared to the three months ended September 30, 2016 is driven by a large customer that was expected to purchase \$2.8 million of succinic acid in Q4 2016, but due to a technical problem in its manufacturing facility postponed the order to 2017. Our revenues are subject to variation quarter over quarter due to the timing of our sales to some of our key customers. As of December 1, 2016, we had cash and cash equivalents of \$11.2 million, compared to \$15.9 million as of September

30, 2016.

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Our consolidated financial statements for the three months and year ended December 31, 2016 are not yet available. The foregoing information reflects our estimate with respect to total revenues based on currently available information, which is preliminary and unaudited, is not a comprehensive statement of our financial results and is subject to completion of our financial closing procedures. While we have not identified any unusual or unique events or trends that occurred during the period that might materially affect this preliminary estimate, our actual results for the three months and year ended December 31, 2016 will not be available until after this offering is completed, may differ materially from our preliminary estimate and are not indicative of the results to be expected for any future period. We have provided a preliminary range, rather than a specific amount, for total revenues primarily because our financial closing procedures for the three months and year ended December 31, 2016 are not yet complete and, as a result, our final results upon completion of our closing procedures may vary from the preliminary estimate.

This preliminary estimate has been prepared by and is the responsibility of management. Our independent registered public accounting firm has not conducted a review of and does not express an opinion or any other form of assurance with respect to this preliminary estimate. This information should be read in conjunction with our consolidated financial statements and the related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations for prior periods incorporated by reference into this prospectus supplement.

### ***Letter of Intent with CJ CheilJedang***

On December 16, 2016, we entered into a non-binding letter of intent with CJ Cheiljedang Corporation (CJ CJ). Until December 31, 2017, we and CJ Cheiljedang Corporation have entered into an exclusivity period in which we may not discuss, evaluate or enter into binding or non-binding agreements with any third parties in connection with a retrofit of an existing fermentation facility to produce bio-succinic acid using our low pH technology or to build new bio-succinic acid capacity in China or South Korea. Similarly, CJ Cheiljedang Corporation may not discuss, evaluate or enter into binding or non-binding agreements in connection with the research, development, manufacture or marketing of bio-succinic acid. Under the terms of the agreement, we and CJ CJ plan to establish a joint venture in China to produce up to 36,000 metric tons of bio-succinic acid annually and commercialize the output in Asia.

The letter contemplates the retrofitting of an existing CJ CJ fermentation facility with our succinic acid technology. CJ CJ would incur all capital costs required to retrofit its fermentation facility, including the capital needed during plant commissioning and startup, and production is expected to begin in the first quarter of 2018. The joint venture could subsequently expand production capacity through debottlenecking and/or additional investment. CJ CJ is expected to own 65% of the JV and we are expected to own 35%. The JV would pay us a technology access fee for our bio-succinic acid technology, and pay CJ CJ a tolling fee for producing bio-succinic acid on its behalf. The joint venture is subject to certain conditions, including technical and commercial due diligence, with the definitive agreements expected to be signed by July 2017. There is no guarantee that we are able to enter into definitive agreements for this collaboration on the terms contemplated in the letter of intent or at all.

### ***Bridging Finance Waiver***

On September 9, 2016, we entered into an agreement with Bridging Finance Inc. in connection with an on-demand, non-revolving credit facility. As part of this agreement, we were required to grant a general security interest in BioAmber Sarnia Inc., our joint venture with Mitsui & Co., Ltd. that owns our manufacturing facility in Sarnia. On December 21, 2016, we entered into a letter agreement with Bridging Finance to waive this general security requirement. In connection with this waiver, we are required to pay a fee of CAD\$375,000, in two equal installments: on December 15, 2016 and on January 15, 2017. The waiver also requires us to maintain a cash



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balance of the lesser of CAD\$15.0 million or the outstanding balance under the credit facility. We have until February 7, 2017 to put in place the restricted cash, and are required to pay a daily fee of CAD\$3,425, plus applicable taxes, commencing on December 7, 2016 until the cash balance obligation is met. Assuming that we receive the full amount of subscription proceeds from this offering and \$14.4 million in net proceeds from our concurrent common stock offering, after deducting underwriting discounts and commissions and estimated offering expenses payable by us for both offerings, we expect that our cash and cash equivalents will total \$24.7 million.

***Non-Assertion Agreement with Mitsubishi Chemical***

On December 21, 2016, we entered into a non-assertion agreement with Mitsubishi Chemical Corporation (MCC). MCC has agreed not to assert certain of its intellectual property rights in the fields of polyester polyol, polyurethane and bio-succinic acid and, to the extent that any third parties have any right to enforce such intellectual property rights, MCC has agreed to cause such third parties to not assert such rights. Pursuant to this Agreement, we can sell bio-based succinic acid to customers in the fields of polyester polyols and polyurethane without risk to us or our customers of litigation from MCC. The agreement has a geographic scope limited to Europe and North America in the case of polyester polyols and polyurethane, and is global in scope for bio-succinic acid. We have agreed to pay MCC an upfront fee of \$1.1 million, with \$600,000 payable on December 31, 2016 and \$500,000 payable on March 31, 2017. Additionally, we have agreed to pay MCC a royalty based on our bio-succinic acid sold within the scope of this agreement. If we oppose or take action against any of the MCC intellectual property rights, MCC may terminate the agreement. The royalty will have a minimum annual amount due, irrespective of the quantity sold, and will be considered fully paid up at the latest on the 10th anniversary of this agreement, or earlier if the annual royalty payments exceed the minimum annual royalty fee. This agreement, unless terminated earlier in accordance with its terms, will remain in force until the date on which the last of the patents expire, are abandoned or revoked.

***Amendments to Vinmar Offtake Agreements***

On December 22, 2016, we entered into an amendment to our Master Product Offtake Agreement for Bio-Butanediol with Vinmar International, Ltd., or Vinmar, in connection with our plans to construct a commercial-scale manufacturing facility producing bio-based 1,4-butanediol, or BDO and tetrahydrofuran, or THF. In our original agreement the BDO/THF plant had a December 31, 2016 deadline for achieving a financial close. The amendment extended the deadline for achieving the financial close to December 31, 2018.

On December 22, 2016, we also entered into an amendment to our Master Product Offtake Agreement for Bio-Succinic Acid with Vinmar, in connection with our Sarnia facility and two future bio-succinic acid facilities. The amendment terminated the portion of the offtake agreement related to our Sarnia facility in connection with entering into our non-binding letter of intent with CJCJ, pursuant to which such termination is a requirement of the definitive agreements contemplated by the non-binding letter of intent. In addition, our joint venture partner Mitsui & Co. has taken a more active role in the commercialization of bio-succinic acid in Asia following the amendment of our joint venture agreement with Mitsui in the spring of 2016. Mitsui has informed us, and we believe, that the continuation of the Vinmar arrangement has resulted in channel conflict and presented difficulty for Mitsui to develop the market for bio-succinic acid in Asia in parallel with Vinmar's efforts. We believe that such channel conflict would be exacerbated as CJCJ begins to sell bio-succinic acid in China and Korea as part of its pre-marketing efforts for our proposed China joint venture.

In our original agreement the second and third bio-succinic acid plants had December 31, 2016 and December 31, 2019 deadlines respectively for achieving a financial close. The amendment extended the deadlines for achieving the financial close of the second and third plants to December 31, 2018 and December 31, 2020, respectively. The amendment also removed the predefined production volume and offtake for the second and third bio-succinic acid

plants. Vinmar and BioAmber must now agree to the bio-succinic acid capacity and offtake volume of plants two and three, taking into account global supply and demand dynamics. The failure of the parties to agree would allow either party to terminate the portion of the offtake agreement related to the plant in question.

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**THE OFFERING**

Warrants we are offering

We are offering warrants to purchase up to 2,224,199 shares of common stock. This prospectus supplement also relates to the offering of the shares of common stock issuable upon exercise of the warrants. There is no established public trading market for the warrants, and we do not expect a market to develop. In addition, we do not intend to apply for listing of the warrants on any national securities exchange or other nationally recognized trading system.

The subscription proceeds paid in respect of the warrants offered hereby will be placed in escrow and will be released in accordance with the terms of the warrants. We cannot assure you that this offering will be completed.

Terms of the warrants

Each warrant that we issue in this offering entitles the holder thereof to receive the number of shares of common stock for which such holder subscribes, which we refer to as the Underlying Shares, on the exercise or deemed exercise of the warrant. The warrants offered hereby are exercisable by the holders thereof in whole or in part at any time following their issuance for no additional consideration and all unexercised warrants shall be deemed to be exercised on the third business day after the date, which we refer to as the Qualification Date, on which (i) our common stock is accepted for listing on either the Toronto Stock Exchange or the TSX Venture Exchange and (ii) the Company shall have qualified a prospectus from at least the Canadian provincial securities regulator in that jurisdiction in which the initial holder of the warrant is resident. Immediately upon the exercise or deemed exercise of a warrant, the subscription proceeds paid in respect thereof will be released from escrow to us. If the Qualification Date does not occur on or before the 120th day following the date of issuance of the warrants, then the subscription amount in respect of each warrant that has not been exercised by such time shall be refunded to the purchasers thereof and the warrants shall become null and void and shall no longer entitle the holders thereof to acquire any shares of common stock. See Description of Our Warrants below.

Use of proceeds

We estimate that the net proceeds from this offering will be approximately \$8.2 million after deducting placement agent fees and estimated offering expenses. We intend to use the proceeds from this offering for working capital and other general corporate purposes. See Use of Proceeds .

New York Stock Exchange symbol

BIOA

Risk factors

Investing in our securities involves risks. See **Risk Factors** beginning on page S-14 of this prospectus supplement and other information included or incorporated into this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in our securities.

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We had 28,836,983 shares of common stock outstanding as of September 30, 2016 which excludes:

5,804,508 shares of our common stock issuable upon the exercise of stock options outstanding as of September 30, 2016, at a weighted average exercise price of \$6.76 per share;

6,809,168 shares of our common stock reserved for future issuance under our equity incentive plans as of September 30, 2016;

4,746,463 shares of our common stock issuable upon the exercise of warrants outstanding as of September 30, 2016, at a weighted average exercise price of \$4.79 per share, in the case of both the number of shares and the weighted average exercise price per share, after giving effect to this offering, which is expected to result in adjustments to the exercise price and the number of shares exercisable pursuant to the warrants that we issued in June 2009 and April 2011 in connection with financing transactions, which we refer to collectively as the legacy warrants, and in May 2013 in our initial public offering, which we refer to collectively as the IPO warrants;

27,000 shares of common stock issued since September 30, 2016, from the exercise of options to purchase 20,000 shares of common stock and from the exercise of warrants to purchase 7,000 shares of common stock; and

1,748,500 shares of common stock to be issued in the concurrent common stock offering.

Except as expressly indicated otherwise, the information in this prospectus supplement and the accompanying prospectus gives no effect to the concurrent common stock offering.

**Table of Contents****SUMMARY CONSOLIDATED FINANCIAL DATA**

The following tables set forth summary financial data and other operating information of our company. The summary consolidated statements of operations data for the years ended December 31, 2013, 2014 and 2015 and the consolidated balance sheet data as of December 31, 2015 as set forth below are derived from our audited consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and incorporated by reference herein. The summary consolidated statements of operations data for the nine months ended September 30, 2015 and 2016 and the consolidated balance sheet data as of September 30, 2016 have been derived from our unaudited consolidated financial statements included in our Quarterly Report on Form 10-Q for the nine months ended September 30, 2016 and incorporated by reference herein. These unaudited financial statements have been prepared on a basis consistent with our audited financial statements and, in the opinion of management, reflect all adjustments, consisting only of normal and recurring adjustments, necessary for a fair presentation of such financial data. The information is only a summary and you should read it in conjunction with our audited consolidated financial statements, including the related notes, and other financial information and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and incorporated by reference herein and the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2016 and incorporated by reference herein. Historical results are not necessarily indicative of the results for future periods.

**Consolidated Statements of Operations Data\*:**

	<b>Nine Months Ended September 30, 2016 (unaudited)</b>	<b>Nine Months Ended September 30, 2015 (unaudited)</b>	<b>Year Ended December 31, 2015</b>	<b>Year Ended December 31, 2014</b>	<b>Year Ended December 31, 2013</b>
<b>(in thousands, except share and per share data)</b>					
<b>Revenues</b>					
Product sales	\$ 7,641	\$ 1,061	\$ 2,172	\$ 1,543	\$ 2,665
Total revenues	7,641	1,061	2,172	1,543	2,665
Cost of goods sold	11,578	1,429	2,613	6,044	2,689
<b>Operating expenses</b>					
General and administrative	7,376	7,812	10,594	10,655	9,757
Research and development, net <sup>(1)</sup>	5,145	15,568	20,286	15,156	16,579
Sales and marketing	2,219	3,198	4,002	4,482	4,730
Depreciation of property and equipment and amortization of intangible assets	3,600	288	1,080	260	1,165
Impairment loss and write-off of intangible assets		1,141	1,141		8,619
Foreign exchange loss	117	868	984	151	306
Operating expenses	18,457	28,875	38,087	30,704	41,156
Operating loss	22,394	29,243	38,528	35,205	41,180

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Amortization of deferred financing costs and debt discounts	2,478	281	1,079	292	240
Financial charges (income), net	(4,660)	2,801	1,589	11,789	(13,298)
Grant income	(4,047)				
Loss (gain) on debt extinguishment				171	(314)

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	<b>Nine Months Ended September 30, 2016  (unaudited)</b>	<b>Nine Months Ended September 30, 2015</b>	<b>Year Ended December 31, 2015</b>	<b>Year Ended December 31, 2014</b>	<b>Year Ended December 31, 2013</b>
<b>(in thousands, except share and per share data)</b>					
Equity participation in losses of equity method Investments	\$	\$	\$ 1	\$	\$ 15
Other expense (income), net	138	(21)	(22)	(183)	
Loss before income taxes	16,303	32,304	41,175	47,274	27,823
Income taxes	19	15	(4)	75	103
Net loss	\$ 16,322	\$ 32,319	\$ 41,171	\$ 47,349	\$ 27,926
Net loss attributable to:					
BioAmber Inc. stockholders	\$ 12,293	\$ 29,428	\$ 37,226	\$ 46,474	\$ 27,353