

SCHEDULE 13G

Amendment No. 1
BIOXCEL THERAPEUTICS INC
COMMON STOCK
Cusip #09075P105

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

Cusip #09075P105
Item 1: Reporting Person - FMR LLC
Item 2: (a)
(b)
Item 4: Delaware
Item 5: 0
Item 6: 0
Item 7: 861,135
Item 8: 0
Item 9: 861,135
Item 11: 5.504%
Item 12: HC

Cusip #09075P105
Item 1: Reporting Person - Abigail P. Johnson
Item 2: (a)
(b)
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 861,135
Item 8: 0
Item 9: 861,135
Item 11: 5.504%
Item 12: IN

Cusip #09075P105
Item 1: Reporting Person - Select Biotechnology Portfolio
Item 2: (a)
(b)
Item 4: Massachusetts
Item 5: 861,135
Item 6: 0
Item 7: 0
Item 8: 0
Item 9: 861,135
Item 11: 5.504%
Item 12: IV

Item 1(a). Name of Issuer:

BIOXCEL THERAPEUTICS INC

Item 1(b). Address of Issuer's Principal Executive Offices:

555 LONG WHARF DRIVE
NEW HAVEN, CT 06511
USA

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None, Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

COMMON STOCK

Item 2(e). CUSIP Number:

09075P105

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(1)(ii)(G). (Note: See Exhibit A).

Item 4. Ownership

(a) Amount Beneficially Owned: 861,135

(b) Percent of Class: 5.504%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 861,135

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 9, 2019
Date

/s/ Kevin M. Meagher
Signature

Kevin M. Meagher
Duly authorized under Power of Attorney effective as of September 28, 2018, by
and on behalf of FMR LLC and its direct and indirect subsidiaries*

* This power of attorney is incorporated herein by reference to Exhibit 24 to
the Schedule 13G filed by FMR LLC on October 9, 2018, accession number:
0000315066-18-002414.

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following table
lists the identity and Item 3 classification, if applicable, of each relevant
entity that beneficially owns shares of the security class being reported on
this Schedule 13G.

Entity ITEM 3 Classification

FMR CO., INC * IA

* Entity beneficially owns 5% or greater of the outstanding shares of the
security class being reported on this Schedule 13G.

Abigail P. Johnson is a Director, the Chairman and the Chief Executive Officer
of FMR LLC.

Members of the Johnson family, including Abigail P. Johnson, are the
predominant owners, directly or through trusts, of Series B voting common
shares of FMR LLC, representing 49% of the voting power of FMR LLC. The
Johnson family group and all other Series B shareholders have entered into a
shareholders' voting agreement under which all Series B voting common shares
will be voted in accordance with the majority vote of Series B voting common
shares. Accordingly, through their ownership of voting common shares and the
execution of the shareholders' voting agreement, members of the Johnson family
may be deemed, under the Investment Company Act of 1940, to form a controlling
group with respect to FMR LLC.

Neither FMR LLC nor Abigail P. Johnson has the sole power to vote or direct
the voting of the shares owned directly by the various investment companies
registered under the Investment Company Act ("Fidelity Funds") advised by
Fidelity Management & Research Company ("FMR Co"), a wholly owned subsidiary
of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees.
FMR Co carries out the voting of the shares under written guidelines
established by the Fidelity Funds' Boards of Trustees.

This filing reflects the securities beneficially owned, or that may be deemed
to be beneficially owned, by FMR LLC, certain of its subsidiaries and
affiliates, and other companies (collectively, the "FMR Reporters"). This
filing does not reflect securities, if any, beneficially owned by certain
other companies whose beneficial ownership of securities is disaggregated from
that of the FMR Reporters in accordance with Securities and Exchange
Commission Release No. 34-39538 (January 12, 1998).

RULE 13d-1(k)(1) AGREEMENT

The undersigned persons, on January 9, 2019, agree and consent to the joint
filing on their behalf of this Schedule 13G in connection with their
beneficial ownership of the COMMON STOCK of BIOXCEL THERAPEUTICS INC at
December 31, 2018.

FMR LLC

By /s/ Kevin M. Meagher
Kevin M. Meagher
Duly authorized under Power of Attorney effective as of September 28, 2018, by
and on behalf of FMR LLC and its direct and indirect subsidiaries*

Abigail P. Johnson

By /s/ Kevin M. Meagher
Kevin M. Meagher
Duly authorized under Power of Attorney effective as of September 30, 2018, by
and on behalf of Abigail P. Johnson*

Select Biotechnology Portfolio

By /s/ Kevin M. Meagher
Kevin M. Meagher
Duly authorized under Power of Attorney*

* This power of attorney is incorporated herein by reference to Exhibit 24 to
the Schedule 13G filed by FMR LLC on October 9, 2018, accession number:
0000315066-18-002414.