

SUPERNUS PHARMACEUTICALS INC  
Form S-8  
February 17, 2017

As filed with the Securities and Exchange Commission on February 17, 2017

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**SUPERNUS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

**20-2590184**  
(I.R.S. Employer Identification No.)

**1550 East Gude Drive, Rockville, MD**  
(Address of principal executive offices)

**20850**  
(Zip Code)

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Second Amended and Restated 2012 Equity Incentive Plan

Second Amended and Restated 2012 Employee Stock Purchase Plan

(Full title of the plan)

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**Jack A. Khattar**

**President and Chief Executive Officer**

**Supernus Pharmaceuticals, Inc.**

**1550 East Gude Drive**

**Rockville, Maryland 20850**

**(301) 838-2500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copy of all communications to:**

**Mark I. Gruhin, Esquire**

Saul Ewing LLP

1919 Pennsylvania Avenue, N.W.

Suite 550

Washington, DC 20006-3434

(202) 342-3444

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See next page for calculation of registration fee.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(5)</b>
Second Amended and Restated 2012 Equity Incentive Plan - Common Stock, \$0.001 par value per share.	4,000,000 shares(2) \$	26.33 per share(3) \$	105,320,000(3) \$	12,206.59
Second Amended and Restated 2012 Employee Stock Purchase Plan - Common Stock, \$0.001 par value per share.	200,000 shares(4) \$	26.33 per share(3) \$	5,266,000(3) \$	610.33
<b>TOTALS</b>	<b>4,200,000 shares</b>	<b>\$</b>	<b>110,586,000 \$</b>	<b>12,816.92</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may be issued by reason of a stock dividend, recapitalization, stock split, or combination or exchange of shares or similar transactions.
- (2) Represents shares of Common Stock issuable upon exercise of options that have not yet been granted as of the date of this Registration Statement under the Second Amended and Restated 2012 Equity Incentive Plan.
- (3) Estimated pursuant to Rule 457(c) and (h) solely for the purposes of calculating the Proposed Maximum Aggregate Offering Price and the Amount of Registration Fee based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on February 14, 2017.
- (4) Covers an aggregate of 200,000 shares of the Registrant's Common Stock that may be issued pursuant to the Registrant's Second Amended and Restated 2012 Employee Stock Purchase Plan.
- (5) Represents the Proposed Maximum Aggregate Offering Price multiplied by \$.0001159.

**EXPLANATORY NOTE**

This Registration Statement is being filed in order to effect the registration of (i) an additional 4,000,000 shares of Common Stock of Supernus Pharmaceuticals, Inc. (the Registrant) under the Registrant's Second Amended and Restated 2012 Equity Incentive Plan (the Equity Plan) and (ii) an additional 200,000 shares of Common Stock under the Registrant's Second Amended and Restated 2012 Employee Stock Purchase Plan (the Purchase Plan). Following the registration of these additional shares, we will have registered an aggregate of 8,000,000 shares of Common Stock to be issued under the Equity Plan and 700,000 shares of Common Stock to be issued under the Purchase Plan. The Company previously filed Registration Statements on Form S-8 with the Securities and Exchange Commission (the Commission) on May 17, 2012 (File No. 333-181479) to register 2,500,000 shares initially authorized for issuance under the Equity Plan and 250,000 shares initially authorized under the Purchase Plan, and on December 18, 2014 (File No. 333-201049) to register an additional 1,500,000 shares for issuance under the Equity Plan and 250,000 shares for issuance under the Purchase Plan. Pursuant to General Instruction E to Form S-8, the contents of the foregoing earlier registration statements on Form S-8 concerning the Equity Plan and the Purchase Plan filed with the Commission are incorporated herein by reference, except to the extent supplemented or amended or superseded by the information set forth herein.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. EXHIBITS.

The following is a list of exhibits filed with, or incorporated by reference into, this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
4.1	Second Amended and Restated 2012 Equity Incentive Plan (previously filed as Appendix A to the Registrant's Proxy Statement dated April 19, 2016 relating to the Registrant's 2016 Annual Meeting of Stockholders, incorporated herein by reference).
4.2	Second Amended and Restated 2012 Employee Stock Purchase Plan (previously filed as Appendix B to the Registrant's Proxy Statement dated April 19, 2016 relating to the Registrant's 2016 Annual Meeting of Stockholders, incorporated herein by reference).
5.1	Opinion of Saul Ewing LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of KPMG LLP.
23.3	Consent of Saul Ewing LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement).
24.1	Power of Attorney (included on signature page of this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on February 17, 2017.

**SUPERNUS PHARMACEUTICALS, INC.**

By: */s/ Jack A. Khattar*  
 Name: Jack A. Khattar  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby makes, constitutes and appoints Jack A. Khattar and Gregory S. Patrick, and each of them, with full power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or any substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<i>/s/ Jack A. Khattar</i> Jack A. Khattar	President and Chief Executive Officer and Director (Principal Executive Officer)	February 17, 2017
<i>/s/ Gregory S. Patrick</i> Gregory S. Patrick	Vice President, Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 17, 2017
<i>/s/ Charles W. Newhall, III</i> Charles W. Newhall, III	Director and Chairman of the Board	February 17, 2017
<i>/s/ Georges Gemayel</i> Georges Gemayel	Director	February 17, 2017
<i>/s/ Frederick M. Hudson</i> Frederick M. Hudson	Director	February 17, 2017
<i>/s/ William A. Nuerge</i>	Director	February 17, 2017

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William A. Nuerge

/s/ John M. Siebert, Ph.D.  
John M. Siebert, Ph.D.

Director

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**EXHIBIT INDEX**

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