

Alkermes plc.

Form S-8

July 26, 2018

As filed with the Securities and Exchange Commission on July 26, 2018

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland

(State or other jurisdiction of incorporation or organization)

98-1007018

(I.R.S. Employer Identification No.)

Connaught House

1 Burlington Road

Dublin 4, Ireland

(Address of principal executive offices)

ALKERMES PLC 2011 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED

ALKERMES PLC 2018 STOCK OPTION AND INCENTIVE PLAN

(Full title of the plan)

David J. Gaffin, Esq.

Alkermes plc

Connaught House

1 Burlington Road

Dublin 4, Ireland

(Name and address of agent for service)

Telephone:+353-1-772-8000

(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Mitchell S. Bloom, Esq.

Robert E. Puopolo, Esq.

Goodwin Procter LLP

100 Northern Avenue

Boston, MA 02210

Telephone: 617-570-1000

and

Christopher McLaughlin

Arthur Cox, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland

Telephone: +353 1 920 1000

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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

Title of Securities to be	Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Registered Ordinary Shares, par value \$0.01 per share	Registered (1)(2) 7,400,000	Per Share (2) \$ 44.32	Price (2) \$ 327,968,000.00	\$ 40,832.02

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also be deemed to cover an indeterminate number of additional Ordinary Shares, par value \$0.01 per share of the Registrant (“Shares”) issuable in the event the number of outstanding Shares of the Registrant is increased by split-up, reclassification, stock dividend, recapitalization, and similar transactions.

(2) Consists of (i) 3,000,000 Shares issuable under the Alkermes plc 2011 Stock Option and Incentive Plan, as amended (the “2011 Plan”) and (ii) 4,400,000 Shares issuable under the Alkermes Plc 2018 Stock Option and Incentive Plan (the “2018 Plan”).

(3) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high (\$45.21) and low (\$43.43) prices of the Shares as reported on the Nasdaq Global Select Market on July 25, 2018.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional Shares of the Registrant which may be acquired pursuant to the 2011 Plan and the 2018 Plan. The securities subject to this Registration Statement are of the same class of the Registrant for which the Registrant previously filed Registration Statements on Form S-8 under the Securities Act on February 16, 2012 (File No. 333-179545), October 26, 2012 (File No. 333-184621), December 5, 2014 (File No. 333-200777) and December 7, 2016 (File No. 333-214952). Accordingly, the contents of the Registrant’s Registration Statements on Form S-8, File No. 333-179545, File No. 333-184621, File No. 333- 200777 and File No. 333-214952, as filed with the United States Securities and Exchange Commission (the “Commission”), are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given to participants in the plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are hereby incorporated by reference in this Registration Statement (other than portions of those documents furnished or otherwise not deemed to be filed but including XBRL-related documents furnished or filed as exhibits with the Form 10-K and Forms 10-Q listed below):

(i)The Registrant's Annual Report on Form 10-K for the year ended December 31, 2017;

(ii)The Registrant's Quarterly Reports on Form 10-Q for the three months ended March 31, 2018 and June 30, 2018;

(iii)The Registrant's Current Reports on Forms 8-K filed with the Commission on February 14, 2018 (but only with respect to Item 5.02); March 1, 2018 (but only with respect to Item 5.02); March 29, 2018; and May 23, 2018; and

(iv)The description of the Shares set forth under the caption "Description of New Alkermes Ordinary Shares" in the Registrant's Proxy Statement/Prospectus which constitutes a part of the Registration Statement on Form S-4 filed with the Commission on June 23, 2011 (File No. 333-175078), including any prospectus relating thereto filed pursuant to Rule 424(b) under the Securities Act, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing such documents. Any statement contained herein or in a document incorporated by reference or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that such statement is modified or superseded by any other subsequently filed document which is incorporated or is deemed to be incorporated by reference herein. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Irish Companies Act 2014 permits a company to pay the costs or discharge the liability of a director or the company secretary only where favorable judgment is given in any civil or criminal action in respect of such costs or liability, or where an Irish court grants relief because the director or company secretary acted honestly and reasonably and ought fairly to be excused. This restriction does not apply to executives who are not directors or the secretary of the Registrant. Any provision which seeks to indemnify a director or secretary of an Irish company over and above this shall be void under Irish law, whether contained in its articles of association or any contract between the director or company secretary and such company. This restriction does not apply to executives who are not directors or the company secretary of the Registrant.

Pursuant to the Registrant's articles of association, the Registrant will indemnify its officers, directors and company secretary to the fullest extent permitted by law against liabilities that are incurred by the officers, directors and company secretary while executing the duties of their respective offices. Under the articles of association of the Registrant, the Registrant's officers, directors and company secretary, however, will not be entitled to the indemnification by the Registrant if they are adjudged to be liable for fraud or dishonesty in the performance of their duties to the Registrant.

The directors, secretary, and executive officers of the Registrant, and certain directors and executive officers of certain of its subsidiaries, including Alkermes, Inc., are entitled to be indemnified pursuant to indemnification agreements with the Registrant and/or Alkermes, Inc. Under the terms of these indemnification agreements, the Registrant and/or Alkermes, Inc., as applicable, will indemnify each relevant director, secretary, or executive officer to the maximum extent permitted by law for expenses actually and reasonably incurred by the director, secretary, or executive officer in relation to claims, brought against such director, secretary, or executive officer, that arise from actions taken while acting as a director, secretary, or executive officer of the Registrant and/or its subsidiaries, except to the extent that such indemnification is prohibited by applicable law or would be duplicative of amounts otherwise actually provided to such director, secretary, or executive officer in relation to such claims. The Registrant and/or Alkermes, Inc. will, to the maximum extent permitted by law, advance the expenses of such director, secretary, or executive officer in

connection with his or her defense. Each director, secretary, or executive officer undertakes to the fullest extent required by law to repay all amounts advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Registrant and/or Alkermes, Inc.

The Registrant has also obtained directors' and officers' liability insurance which insures its officers and directors against certain liabilities such persons may incur in their capacities as officers and directors of the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description of Exhibit
4.1	<u>Alkermes plc 2011 Stock Option and Incentive Plan, as amended (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 24, 2017 (File No. 001-35299)).</u>
4.2	<u>Alkermes plc 2018 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 23, 2018 (File No. 001-35299)).</u>
5.1	<u>Opinion of Arthur Cox, Solicitors, as to the legality of the securities being registered (filed herewith).</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).</u>
23.2	<u>Consent of Arthur Cox, Solicitors (included in Exhibit 5.1 filed herewith).</u>
24	<u>Power of Attorney (included in signature page).</u>

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) 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;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the 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 the 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 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) that, for the purpose of determining any liability under the Securities Act, 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.

(3) 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.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing

of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement 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) Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities Act 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 it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Athlone, Ireland, on July 26, 2018.

ALKERMES PLC

By: /s/ Tom Riordan
 Name: Tom Riordan
 Title: Assistant Company Secretary

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of the Registrant hereby severally constitute and appoint Richard F. Pops and James M. Frates, and each of them, our true and lawful attorney-in-fact, with full power of substitution, to sign for us and in our names and the capacities indicated below, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, with exhibits thereto and all other documents in connection therewith, and generally to do or cause to be done by virtue hereof all things in our names and on our behalf in such capacities to enable the Registrant to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Richard F. Pops Richard F. Pops	Chairman and Chief Executive Officer (Principal Executive Officer)	July 26, 2018
/s/ James M. Frates James M. Frates	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 26, 2018
	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	July 26, 2018
/s/ Iain M. Brown Iain M. Brown		

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/s/ David W. Anstice David W. Anstice AO	Director	July 26, 2018
/s/ Floyd E. Bloom Floyd E. Bloom, M.D.	Director	July 26, 2018
/s/ Robert A. Breyer Robert A. Breyer	Director	July 26, 2018
/s/ Shane M. Cooke Shane M. Cooke	Director	July 26, 2018
/s/ Wendy L. Dixon Wendy L. Dixon, Ph.D.	Director	July 26, 2018
/s/ Paul J. Mitchell Paul J. Mitchell	Director	July 26, 2018
/s/ Nancy L. Snyderman Nancy L. Snyderman, M.D.	Director	July 26, 2018
/s/ Nancy J. Wysenski Nancy J. Wysenski	Director	July 26, 2018
/s/ David J. Gaffin David J. Gaffin	Authorized Representative in the U.S. Alkermes, Inc. (Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Secretary)	July 26, 2018
