

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SUPERNUS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)
1550 East Gude Drive, Rockville, MD
(Address of principal executive offices)

20-2590184
(I.R.S. Employer Identification No.)
20850
(Zip Code)

**Second Amended and Restated 2012 Equity Incentive Plan
Second Amended and Restated 2012 Employee Stock Purchase Plan**
(Full title of the plan)

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)

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

See next page for calculation of registration fee.

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
Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(5) |
|--|--------------------------------|---|--|----------------------------------|
| 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 |
| TOTALS | 4,200,000 shares | | \$ 110,586,000 | \$ 12,816.92 |

- (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:

| Exhibit Number | Description |
|---------------------------|---|
| 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.

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

EXHIBIT INDEX

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February 17, 2017

Supernus Pharmaceuticals, Inc.
1550 East Gude Drive
Rockville, Maryland 20850

Gentlemen:

We refer to the Registration Statement on Form S-8 (the "Registration Statement") of Supernus Pharmaceuticals, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission covering the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 4,200,000 shares of common stock, par value \$0.001 per share, of the Company (the "Shares") authorized pursuant to the Second Amended and Restated 2012 Equity Incentive Plan and the Second Amended and Restated 2012 Employee Stock Purchase Plan (hereinafter referred to collectively as the "Plans").

We have examined the Registration Statement, the Certificate of Incorporation and By-Laws of the Company and such records, certificates and other documents as we have considered necessary or appropriate for the purposes of this Opinion.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based on the foregoing, it is our opinion that:

1. the Company is duly organized, validly existing and in good standing under the laws of the State of Delaware; and
2. the issuance of the Shares has been duly authorized and, when issued in accordance with the terms of the Plans, the Shares will be duly and validly issued, fully paid and non-assessable.

We hereby consent to the use of our name in the Registration Statement as counsel who will pass upon the legality of the Shares for the Company and as having prepared this Opinion as an exhibit to the Registration Statement. In giving the foregoing 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 Securities and Exchange Commission thereunder.

Very truly yours,

/s/ SAUL EWING LLP
Saul Ewing LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Second Amended and Restated 2012 Equity Incentive Plan and the Second Amended and Restated 2012 Employee Stock Purchase Plan of Supernus Pharmaceuticals, Inc. of our report dated March 12, 2015, except for Note 2, as to which the date is January 20, 2017, with respect to the consolidated financial statements of Supernus Pharmaceuticals, Inc. included in its Annual Report (Form 10-K/A) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young

McLean, VA
February 17, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
Supernus Pharmaceuticals, Inc.:

We consent to the use of our report dated March 8, 2016, except as to Note 2, which is as of January 20, 2017, with respect to the consolidated balance sheet of Supernus Pharmaceuticals, Inc. and subsidiary as of December 31, 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity, and cash flows for the year then ended, incorporated herein by reference.

As discussed in Note 2 to the consolidated financial statements, the consolidated financial statements for the year ended December 31, 2015 have been restated to correct for errors in accounting for a sale of future royalty revenues.

/s/ KPMG LLP

Baltimore, Maryland
February 17, 2017