

Aralez Pharmaceuticals Inc.
Form S-8
March 15, 2016

As filed with the Securities and Exchange Commission on March 15, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ARALEZ PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

98-1283375
(I.R.S. Employer
Identification No.)

151 Steeles Avenue East

Milton, Ontario, Canada, L9T 1Y1

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Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common shares, without par value	1,018,639	\$ 5.90	\$ 6,009,971	\$ 606

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this registration statement on Form S-8 (the Registration Statement) also covers an indeterminate number of additional common shares, without par value (Common Shares) of Aralez Pharmaceuticals Inc. (the Company or the Registrant) which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

(2) Pursuant to Rule 457(c) and 457(h) of the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering are estimated solely for the purpose of calculating the amount of the registration fee and are based on the average of the high and low prices of the Registrant's Common Shares as reported on the NASDAQ Stock Market LLC on March 11, 2016. Pursuant to Rule 457(h)(2) under the Securities Act, no separate fee is required to register plan interests.

REGISTRATION OF ADDITIONAL SECURITIES

Aralez Pharmaceuticals Inc. (the Registrant) is hereby registering 1,018,639 additional common shares, no par value per share, for issuance under the Aralez Pharmaceuticals Inc. 2016 Long-Term Incentive Plan. A registration statement on Form S-8 (Registration No. 333-209433), as filed with the Securities and Exchange Commission on February 8, 2016, relating to the same class of securities and the same employee benefit plan is currently effective and, in accordance with General Instruction E to Form S-8, the contents of that registration statement are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Toronto, Province of Ontario, Canada, on this 15th day of March, 2016.

Aralez Pharmaceuticals Inc.

By: /s/ Adrian Adams
Name: Adrian Adams
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Aralez Pharmaceuticals Inc., hereby severally constitute and appoint each of Adrian Adams and Eric L. Trachtenberg, our true and lawful attorneys-in-fact, with full power to each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement on Form S-8, and to file the same, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and grant such attorneys-in-fact full power and authority to do all such things in our names and on our behalf in our capacities as officers and directors to enable Aralez Pharmaceuticals Inc. to comply with the provisions of the Securities Act, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to any and all amendments to this Registration Statement.

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

	Signature	Title	Date
By:	/s/ Adrian Adams Adrian Adams	Chief Executive Officer (Principal Executive Officer), Director	March 15, 2016
By:	/s/ Scott Charles Scott Charles	Chief Financial Officer (Principal Financial Officer)	March 15, 2016
By:	/s/ John E. Barnhardt John E. Barnhardt	Principal Accounting Officer	March 15, 2016
By:	/s/ Neal F. Fowler Neal F. Fowler	Director	March 15, 2016
By:	/s/ Arthur S. Kirsch Arthur S. Kirsch	Director	March 15, 2016
By:	/s/ Kenneth B. Lee, Jr. Kenneth B. Lee, Jr.	Director	March 15, 2016
By:	/s/ Seth A. Rudnick, M.D. Seth A. Rudnick, M.D.	Director	March 15, 2016
By:	/s/ Rob Harris Rob Harris	Director	March 15, 2016
By:	/s/ Jason Aryeh Jason Aryeh	Director	March 15, 2016
By:	/s/ F. Martin Thrasher F. Martin Thrasher	Director	March 15, 2016

EXHIBIT INDEX

Exhibit Number	Exhibit Description
5.1	Opinion of DLA Piper LLP (Canada), counsel to the Registrant.*
23.1	Consent of Ernst & Young LLP, independent registered public accounting firm for the Registrant.*
23.2	Consent of McGovern, Hurley, Cunningham, LLP, independent accountants of Tribute Pharmaceuticals Canada Inc.*
23.3	Consent of DLA Piper (Canada) LLP, counsel to the Registrant (included in Exhibit 5.1).*
24.1	Power of Attorney (included on signature page hereto).*

* Filed herewith.