

Neos Therapeutics, Inc.  
Form S-8  
March 18, 2016

As filed with the U.S. Securities and Exchange Commission on March 18, 2016

Registration No. 333-

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

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**NEOS THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**27-0395455**  
(I.R.S. Employer  
Identification Number)

**2940 N. Highway 360**  
**Grand Prairie, TX 75050**

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(972) 408-1300

(Address of Registrant's Principal Executive Offices)

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**NEOS THERAPEUTICS, INC. 2015 STOCK OPTION AND INCENTIVE PLAN**

(Full title of the plan)

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**Vipin Garg**

**President and Chief Executive Officer**

**Neos Therapeutics, Inc.**

**2940 N. Highway 360**

**Grand Prairie, TX 75050**

**(972) 408-1300**

(Name, address and telephone number of agent for service)

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**Copies to:**

**Mitchell S. Bloom, Esq.**

**Joseph C. Theis, Jr., Esq.**

Goodwin Procter LLP

Exchange Place

53 State Street

Boston, Massachusetts 02109

(617) 570-1000

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. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) 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(2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share	881,019 shares(3)	\$ 10.70	\$ 9,426,903.30	\$ 949.29

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall also cover any additional shares of common stock which become issuable under the Registrant's 2015 Stock Option and Incentive Plan (the Plan ) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant's common stock, as quoted on the Nasdaq Global Market, on March 15, 2016.
- (3) Represents an automatic increase of 800,797 shares of Common Stock to the number of shares available for issuance under the Plan, effective January 1, 2016, 9,197 shares of Common Stock returned to the Plan as a result of the surrender of restricted stock previously granted under the Registrant's 2009 Equity Incentive Plan (the 2009 Plan ), and 71,025 shares of Common Stock issued pursuant to a restricted stock grant previously granted under the 2009 Plan and subject to repurchase by the Registrant, such shares to be returned to the Plan if repurchased. Shares available for issuance under the Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on July 29, 2015 (Registration No. 333-205937).

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 registers 800,797 additional shares of Common Stock under the Registrant's 2015 Stock Option and Incentive Plan (the Plan), 9,197 shares of Common Stock returned to the Plan as a result of the surrender of restricted stock previously granted under the Registrant's 2009 Equity Incentive Plan (the 2009 Plan) and 71,025 shares of Common Stock issued pursuant to a restricted stock grant previously granted under the 2009 Plan and subject to repurchase by the Registrant, such shares to be returned to the Plan if repurchased. The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2016, by an amount equal to five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2016, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 800,797. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-205937) on July 29, 2015, is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-205937) is hereby incorporated by reference pursuant to General Instruction E.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Grand Prairie, State of Texas, on March 18, 2016.

**Neos Therapeutics, Inc.**

By: /s/ Vipin Garg  
Vipin Garg  
*Chief Executive Officer and Chairman*

**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vipin Garg and Richard Eisenstadt, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him and in his name, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Neos Therapeutics, Inc., and any or all amendments (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 and about the premises, 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 their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Vipin Garg Vipin Garg	Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2016
/s/ Richard Eisenstadt Richard Eisenstadt	Chief Financial Officer (Principal Accounting and Financial Officer)	March 18, 2016
/s/ Beth Hecht Beth Hecht	Director	March 18, 2016
/s/ Alan Heller Alan Heller	Director	March 18, 2016
/s/ Greg Robitaille Greg Robitaille	Director	March 18, 2016
/s/ Bryant Fong	Director	March 18, 2016

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Bryant Fong

/s/ John Schmid  
John Schmid

Director

March 18, 2016

/s/ Paul Edick  
Paul Edick

Director

March 18, 2016

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of the Registrant(1)
4.2	Amended and Restated Bylaws of the Registrant(2)
4.3	Form of common stock certificate of the Registrant(3)
4.4	2009 Equity Plan and forms of restricted stock agreement and option agreements thereunder(4)
4.5	2015 Stock Option and Grant Plan and forms of option agreements thereunder(5)
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of RSM US LLP, independent registered public accounting firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (see page II-1 of this Registration Statement on Form S-8)

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- (1) Filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015 and incorporated by reference herein.
  - (2) Filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015 and incorporated by reference herein.
  - (3) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015 and incorporated by reference herein.
  - (4) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on June 19, 2015 and incorporated by reference herein.
  - (5) Filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015 and incorporated by reference herein.