

Recro Pharma, Inc.
Form S-1MEF
March 06, 2014

As filed with the Securities and Exchange Commission on March 6, 2014

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RECRO PHARMA, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)
490 Lapp Road

26-1523233
(I.R.S. Employer
Identification Number)

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Malvern, PA 19355

(484) 395-2400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Gerri A. Henwood

President and Chief Executive Officer

Recro Pharma, Inc.

490 Lapp Rd

Malvern, PA 19355

(484) 395-2400

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

Copies to:

Justin P. Klein, Esq.

Katayun I. Jaffari, Esq.

Ballard Spahr LLP

1735 Market Street, 51st Floor

Philadelphia, PA 19103

(215) 665-8500

Oded Har-Even, Esq.

Howard E. Berkenblit, Esq.

Zysman, Aharoni, Gayer and

Sullivan & Worcester LLP

1633 Broadway

New York, NY 10019

(212) 660-3000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-191879

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (Do not check if a smaller reporting company) Smaller reporting company
 The registrant is an emerging growth company, as defined in Section 2(a) of the Securities Act. This registration statement complies with the requirements that apply to an issuer that is an emerging growth company.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate | |
|--|----------------------------|--------------------------------|
| | Offering Price (1) | Amount of Registration Fee (2) |
| Common Stock, \$0.01 par value | \$2,300,000 | \$296.40 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

(2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price. The registrant previously registered an aggregate of \$32,200,000 of its shares on the registrant's Registration Statement on Form S-1 (File No. 333-191879) declared effective March 6, 2014, for which a filing fee of \$4,147.36 was paid.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purpose of registering additional shares of common stock, par value \$0.01 per share, of Recro Pharma, Inc., a Pennsylvania corporation. The contents of the registrant's earlier Registration Statement on Form S-1 (File No. 333-191879), as amended, which was declared effective on March 6, 2014, are incorporated by reference into, and shall be deemed part of, this registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized in Malvern, Pennsylvania, on the 6th of March, 2014.

RECRO PHARMA, INC.

By: /s/ Gerri A. Henwood
 Gerri A. Henwood
 Chief Executive Officer

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 held on the dates indicated.

| Signature | Title | Date |
|----------------------|--|---------------|
| /s/ Gerri A. Henwood | President, Chief Executive Officer and Director (Principal Executive Officer) | March 6, 2014 |
| Gerri A. Henwood | | |
| * | Chief Financial Officer (Principal Financial Officer) | March 6, 2014 |
| Charles Garner | | |
| * | Chief Accounting Officer (Principal Accounting Officer) | March 6, 2014 |
| Donna Nichols | | |
| * | Director | March 6, 2014 |
| William L. Ashton | | |
| * | Director | March 6, 2014 |
| Winston J. Churchill | | |
| * | Director | March 6, 2014 |
| Abraham Ludomirski | | |
| * | Director | March 6, 2014 |
| Wayne B. Weisman | | |

*

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The undersigned by signing her name hereto, signs and executes this Registration Statement on Form S-1 pursuant to the Power of Attorney executed by the above named signatories and previously filed with the Securities and Exchange Commission on the Registration Statement on Form S-1 (File No. 333-191879) filed on October 24, 2013.

By: /s/ Gerri A. Henwood
Gerri A. Henwood
Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 5.1 | Opinion of Ballard Spahr LLP. |
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Ballard Spahr LLP (included in Exhibit 5.1). |
| 24.1* | Power of Attorney. |

* Previously filed with Recro Pharma, Inc. s Registration Statement on Form S-1 (File No. 333-191879) filed on October 24, 2013.