

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Assertio Therapeutics, Inc.**

(Exact name of registrant as specified in its charter)

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

**94-3229046**  
(I.R.S. Employer  
Identification No.)

**100 S. Saunders Road, Suite 300  
Lake Forest, IL 60045**  
(Address of Principal Executive Offices)

**Assertio Therapeutics, Inc. Amended and Restated 2014 Omnibus Incentive Plan**  
(Full Title of the Plan)

**Arthur J. Higgins**  
**President and Chief Executive Officer**  
**100 S. Saunders Road, Suite 300**  
**Lake Forest, IL 60045**  
**Telephone: (224) 419-7106**  
(Name, address, and telephone number, including area code, of agent for service)

**Copy to:**

**Ryan A. Murr, Esq.**  
Gibson, Dunn & Crutcher LLP  
555 Mission Street, Suite 3000  
San Francisco, California 94105  
Telephone: (415) 393-8373  
Facsimile: (415) 374-8430

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<br>to be Registered   | Amount<br>to be<br>Registered (1) | Proposed<br>Maximum<br>Offering Price<br>per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of<br>Registration Fee |
|---|-----------------------------------|--|--|-------------------------------|
| Common Stock, par value \$0.0001, issuable under the Amended and Restated 2014 Omnibus Incentive Plan | 3,650,000                         | \$ 4.67(2)   | \$ 17,045,500(2)                                   | \$ 2,065.91                   |

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of

common stock, par value \$0.0001 (the "Common Stock"), which become issuable by reason of any stock split, stock dividend or 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 computing the amount of registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act based on the average of the high and low prices of the registrant's Common Stock reported on the Nasdaq Global Market on May 6, 2019.
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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed in accordance with General Instruction E to Form S-8 solely to register the issuance of an aggregate of up to 3,650,000 additional shares of common stock of Assertio Therapeutics, Inc. (the “Company”) available for issuance under the Assertio Therapeutics, Inc. Amended and Restated 2014 Omnibus Incentive Plan (the “Plan”). The Company previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “SEC”) on May 23, 2014 ([File No. 333-196263](#)) covering 6,150,000 shares of common stock authorized for issuance under the Plan, on May 26, 2016 ([File No. 333-211642](#)) covering 2,400,000 shares of common stock authorized for issuance under the Plan and on May 14, 2018 ([File No. 333-224924](#)) covering 3,580,000 shares of common stock authorized for issuance under the Plan as well as post-effective amendments to each of the foregoing Registration Statements on Form S-8 (File Nos. [333-196263](#), [333-211642](#) and [333-224924](#)) on August 15, 2018 in connection with the Company’s reincorporation and name change (collectively, the “Prior Registration Statements”). Except as supplemented by the information set forth herein, the contents of the Prior Registration Statements are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 4.1         | <a href="#">Senior Indenture dated as of September 9, 2014 by and between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to the Company’s Form 8-K filed on September 9, 2014).</a>  |
| 4.2         | <a href="#">First Supplemental Indenture dated as of September 9, 2014 between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee, supplementing the Senior Indenture dated as of September 9, 2014 (incorporated by reference to the Company’s Form 8-K filed on September 9, 2014).</a>   |
| 4.3         | <a href="#">Second Supplemental Indenture dated as of August 14, 2018 between Assertio Therapeutics, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee, supplementing the Senior Indenture and First Supplemental Indenture dated as of September 9, 2014 (incorporated by reference to the Company’s Form 8-K filed on August 15, 2018).</a> |
| 4.4         | <a href="#">Certificate of Incorporation of Assertio Therapeutics, Inc. (incorporated by reference to the Company’s Form 8-K filed on August 15, 2018).</a>  |
| 4.5         | <a href="#">Bylaws of Assertio Therapeutics, Inc. (incorporated by reference to the Company’s Form 8-K filed on August 15, 2018).</a>  |
| 5.1         | <a href="#">Opinion of Gibson, Dunn &amp; Crutcher LLP*</a>  |
| 23.1        | <a href="#">Consent of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm*</a>   |
| 23.2        | <a href="#">Consent of Gibson, Dunn &amp; Crutcher (contained in Exhibit 5.1)*</a>   |
| 24.1        | <a href="#">Power of Attorney (included as part of signature page)*</a>  |
| 99.1        | <a href="#">Amended and Restated 2014 Omnibus Incentive Plan (incorporated by reference to the Company's Form 8-K filed on May 8, 2019).</a>   |

\* Filed herewith

## 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on May 10, 2019.

### Assertio Therapeutics, Inc.

By: /s/ Arthur J. Higgins  
Arthur J. Higgins  
President and Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints each of Arthur J. Higgins and Amar Murugan, his or her attorney-in-fact, with power of substitution, in his or her name and in the capacity indicated below, to sign any and all further amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his substitute or substitutes, may 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 by the following persons in the capacities and on the date indicated.

| <u>Signature</u>  | <u>Title</u>   | <u>Date</u>  |
|---|--|--------------|
| <u>/s/ Arthur J. Higgins</u><br>Arthur J. Higgins         | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | May 10, 2019 |
| <u>/s/ Daniel A. Pesiart</u><br>Daniel A. Pesiart         | Chief Financial Officer<br>(Principal Financial and Accounting Officer)          | May 10, 2019 |
| <u>/s/ James P. Fogarty</u><br>James P. Fogarty           | Chairman of the Board of Directors   | May 10, 2019 |
| <u>/s/ Karen A. Dawes</u><br>Karen A. Dawes               | Director   | May 10, 2019 |
| <u>/s/ James J. Galeota, Jr.</u><br>James J. Galeota, Jr. | Director   | May 10, 2019 |
| <u>/s/ Heather L. Mason</u><br>Heather L. Mason           | Director   | May 10, 2019 |
| <u>/s/ William T. McKee</u><br>William T. McKee           | Director   | May 10, 2019 |
| <u>/s/ Peter D. Staple</u><br>Peter D. Staple             | Director   | May 10, 2019 |
| <u>/s/ James L. Tyree</u><br>James L. Tyree               | Director   | May 10, 2019 |

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Gibson, Dunn & Crutcher LLP  
2029 Century Park East  
Los Angeles, CA 90067-3026  
Tel 310.552.8500  
www.gibsondunn.com

May 10, 2019

Assertio Therapeutics, Inc.  
100 S. Saunders Road, Suite 300  
Lake Forest, Illinois 60045

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Assertio Therapeutics, Inc., a Delaware corporation (the "Company") filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 3,650,000 shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), issuable to eligible individuals under the Company's Amended and Restated 2014 Omnibus Incentive Plan (the "Plan").

We have examined the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. We have also made such other investigations as we have deemed relevant and necessary or appropriate in connection with the opinion hereinafter set forth. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the shares of Common Stock issuable under the Plan, when issued and sold in accordance with the terms of the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the law of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich  
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the issuance of an aggregate of up to 3,650,000 additional shares of common stock of Assertio Therapeutics, Inc. available for issuance under the Assertio Therapeutics, Inc. Amended and Restated 2014 Omnibus Incentive Plan (the "Plan"), of our reports dated March 11, 2019, with respect to the consolidated financial statements and schedule of Assertio Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Assertio Therapeutics, Inc. included in its [Annual Report \(Form 10-K\) for the year ended December 31, 2018](#), filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois  
May 10, 2019

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