

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

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

Strongbridge Biopharma plc

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification Number)

900 Northbrook Drive
Suite 200
Trevoose, Pennsylvania 19053
(Address of Principal Executive Offices)

Strongbridge Biopharma plc
2017 Inducement Plan
(Full title of the plan)

Stephen Long, Chief Legal Officer
900 Northbrook Drive
Suite 200
Trevoose, Pennsylvania 19053
Tel: (610) 254-9200

Copy to:

John D. Martini
Reed Smith LLP
Three Logan Square
Suite 3100
1717 Arch Street
Philadelphia, Pennsylvania 19103
Tel: (215) 851-8100; Fax: (215) 851-1420

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

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 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
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 to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary shares, par value \$0.01 per share, reserved for issuance under the Strongbridge Biopharma plc 2017 Inducement Plan	1,000,000(1)(2) \$	7.33(3) \$	7,330,000 \$	912.59

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers such indeterminate number of ordinary shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, or similar

transactions pursuant to the terms of the 2017 Inducement Plan (the "2017 Plan").

- (2) The 1,000,000 ordinary shares to be registered are in addition to the 1,500,000 previously registered in connection with the 2017 Plan on the registration statement on Form S-8 filed with the Securities and Exchange Commission on February 1, 2018 (Registration No. 333-222818).
 - (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act based upon the average of the high and low prices for the Company's ordinary shares as reported on The NASDAQ Global Select Market on May 24, 2018, in accordance with Rule 457(c) of the Securities Act.
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EXPLANATORY NOTE

Strongbridge Biopharma plc (the “Registrant”) is filing this Registration Statement on Form S-8 to register an additional 1,000,000 ordinary shares to eligible persons under the Registrant’s 2017 Inducement Plan (the “Plan”). On February 22, 2018, the board of directors of the Registrant approved an amendment to the Plan to increase the number of ordinary shares that may be issued pursuant to awards under the Plan by 1,000,000 ordinary shares.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-222818) filed by the Registrant with the Securities and Exchange Commission (the “Commission”), with respect to ordinary shares offered pursuant to the Plan are hereby incorporated by reference, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement:

1. The Registrant’s Annual Report on Form 10-K filed with the Commission on March 12, 2018;
2. The Registrant’s Quarterly Report on Form 10-Q filed with the Commission on May 10, 2018;
3. The Registrant’s Current Reports on Form 8-K filed on January 17, 2018, January 26, 2018 and May 17, 2018; and
4. The description of Registrant’s Common Stock contained in Registrant’s Registration Statement on Form 8-A (File No. 001-37569), filed with the Commission on September 25, 2015 pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Document
5.1	Opinion of Arthur Cox, Irish counsel of Strongbridge Biopharma plc
23.1	Consent of Ernst & Young LLP
23.2	Consent of Arthur Cox, Irish counsel of Strongbridge Biopharma plc (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)
99.3	Strongbridge Biopharma plc 2017 Inducement Plan (incorporated by reference to Exhibit 10.15 to the Annual Report on Form 10-K (File No. 001-37569) filed on March 12, 2018)

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 Trevese, Pennsylvania, on May 31, 2018.

STRONGBRIDGE BIOPHARMA PLC

/s/ Matthew Pauls

Name: Matthew Pauls

Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Matthew Pauls and A. Brian Davis, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

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:

<u>/s/ Matthew Pauls</u> Matthew Pauls	Director and Chief Executive Officer (principal executive officer)	May 31, 2018
<u>/s/ A. Brian Davis</u> A. Brian Davis	Chief Financial Officer (principal financial officer and principal accounting officer) and authorized representative in the United States	May 31, 2018
<u>/s/ John H. Johnson</u> John H. Johnson	Chairman, Director	May 31, 2018
<u>/s/ Richard S. Kollender</u> Richard S. Kollender	Director	May 31, 2018
<u>/s/ Garheng Kong</u> Garheng Kong	Director	May 31, 2018
<u>/s/ Jeffrey W. Sherman</u> Jeffrey W. Sherman	Director	May 31, 2018
<u>/s/ Mårten Steen</u> Mårten Steen	Director	May 31, 2018
<u>/s/ Hilde H. Steineger</u> Hilde H. Steineger	Director	May 31, 2018

31 May 2018

Board of Directors
Strongbridge Biopharma plc
Ten Earlsfort Terrace
Dublin 2
D02 T380
Ireland

Re: Strongbridge Biopharma plc (the “Company”)

Dear Sirs,

1. **BASIS OF OPINION**

- 1.1 We are acting as Irish counsel to the Company, registered number 562659, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland in connection with the registration statement on Form S-8 (the “**Registration Statement**”) to be filed with the United States Securities and Exchange Commission (the “**SEC**”) on 31 May 2018 under the Securities Act of 1933, as amended, with respect to the ordinary shares of US\$0.01 par value per share of the Company (the “**Shares**”) issuable upon the exercise or settlement of outstanding equity awards that may be or have been granted under the Strongbridge Biopharma plc 2017 Inducement Plan (the “**Plan**”).
 - 1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof.
 - 1.3 This Opinion is also strictly confined to the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter.
 - 1.4 As Irish counsel to the Company in connection with the registration of the Shares, we have examined:
 - (a) the documents listed in the schedule (the “**Schedule**”) to this opinion (the “**Documents**”);
 - (b) the searches listed at paragraph 1.6 below; and
 - (c) such other documents and records as we have deemed necessary to enable us to render the opinions set forth below.
 - 1.5 In giving this Opinion, we have examined and relied on copies of the Documents sent to us by e-mail in pdf or other electronic format.
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- 1.6 For the purpose of giving this Opinion, we have caused to be made the following legal searches against the Company on 31 May 2018:
- (a) on the file of the Company maintained by the Registrar of Companies in Dublin for mortgages, debentures or similar charges or notices thereof and for the appointment of any receiver, examiner or liquidator;
 - (b) in the Judgments Office of the High Court for unsatisfied judgments, orders, decrees and the like for the five years immediately preceding the date of the search; and
 - (c) in the Central Office of the High Court in Dublin for any proceedings and petitions filed in the last two years.

2. **OPINION**

Subject to the assumptions set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 The Company is a public company limited by shares and is duly incorporated and validly existing under the laws of Ireland.
- 2.2 The Shares have been duly authorised pursuant to resolutions of the board of directors of the Company and, when issued in accordance with the terms and conditions referred to or summarised in the applicable resolutions and the Plans, will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such Shares).

3. **ASSUMPTIONS**

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

3.1 **Registration Statement and the Plan**

- (a) that the Shares will be allotted and issued in the manner stated in the Plan;
- (b) that any awards granted pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares pursuant thereto of cash at least equal to the nominal value of such Shares and that where Shares are issued under the Plan without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such Shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by section 1027 of the Companies Act 2014 (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by section 82(6) of the Companies Act 2014) or issued for consideration as set out in section 1028(2) of the Companies Act 2014;
- (c) that the exercise of any options granted under the Plan and the issue of the Shares upon the exercise of such options (and the issue of the Shares in connection with any other awards granted under the Plan) will be conducted in accordance with the terms and the procedures described in the Plan and the applicable award agreement;

- (d) that the Company has sufficient authorised but unissued share capital to issue the required number of Shares to be delivered to recipients of any awards granted under the Plan;

3.2 **Authenticity and bona fides**

- (a) the completeness and authenticity of all Documents submitted to us as originals or copies of originals (and in the case of copies, conformity to the originals of such copies), the genuineness of all signatories, stamps and seals thereon and where incomplete Documents have been submitted to us that the originals of such Documents are identical to the last draft of the complete Documents submitted to us;
- (b) that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
- (c) that there is, at the relevant time of the allotment and issue of the Shares, no matter affecting the authority of the directors to issue and allot the Shares, not disclosed by the constitution of the Company (the “**Constitution**”) or the resolutions produced to us, which would have any adverse implications in relation to the opinions expressed in this Opinion;
- (d) that the Constitution effective as of 9 September 2015 is the current constitution of the Company, is up to date and has not been amended or superseded and that there are no other terms governing the Shares other than those set out in the Constitution;

3.3 **Accuracy of searches and warranties**

- (a) the accuracy and completeness of the information disclosed in the searches referred to in paragraph 1.6 above and that such information has not since the time of such search or enquiry been altered (it should be noted that searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company); and
- (b) the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Documents.

4. **DISCLOSURE**

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement to be filed with the SEC and any amendments thereto.

5. **NO REFRESHER**

This opinion speaks only as of its date. We are not under any obligation to update this opinion from time to time or to notify you of any change of law, fact or circumstances referred to or relied upon in the giving of this opinion.

The opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof.

Yours faithfully

/s/ Arthur Cox

ARTHUR COX

SCHEDULE

The Documents

1. A copy of the Registration Statement.
2. A copy of the Plan.
3. A copy of the resolutions of the board of directors of the Company dated 15 May 2018.
4. A copy of the corporate certificate of the secretary of the Company dated 31 May 2018.
5. A copy of the Constitution adopted by resolution of the shareholders of the Company on 3 September 2015, effective 9 September 2015.
6. A copy of the certificate of incorporation of the Company dated 26 May 2015.
7. A copy of the certificate of a public company entitled to do business of the Company dated 28 May 2015.
8. A copy of the certificate of incorporation on change of name of the Company dated 4 September 2015.
9. A copy of the letter of status from the Irish Companies Registration Office dated 31 May 2018.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2017 Inducement Plan of Strongbridge Biopharma plc of our report dated March 12, 2018, with respect to the consolidated financial statements of Strongbridge Biopharma plc, included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, PA

May 31, 2018
