

**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)

**98-1275166**  
(I.R.S. Employer  
Identification Number)

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

**Strongbridge Biopharma plc 2015 Equity Compensation Plan  
Strongbridge Biopharma plc Non-Employee Director Equity Compensation Plan  
2017 Inducement Plan**  
(Full title of the plan)

**Stephen Long, Chief Legal Officer  
900 Northbrook Drive  
Suite 200  
Trevose, 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

Non-accelerated filer

(Do not check if a smaller reporting company)

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 to be registered	Amount to be registered(1)	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 2015 Equity Compensation Plan	1,605,992(2)	\$ 6.95(3)	\$ 11,161,644.40	\$ 1,389.63
Ordinary shares, par value \$0.01 per share, reserved for issuance under the Strongbridge Biopharma plc Non-Employee Director Equity Compensation Plan	200,749(4)	\$ 6.95(3)	\$ 1,395,205.55	\$ 173.71
Ordinary shares, par value \$0.01 per share, reserved for issuance under the Strongbridge Biopharma plc 2017 Inducement Plan	217,700	\$ 6.95(3)	\$ 1,513,015.00	\$ 188.37
Ordinary shares, par value \$0.01 per share, subject to unvested outstanding options under the Strongbridge Biopharma plc 2017 Inducement Plan	1,254,300	\$ 5.09(5)	\$ 6,384,387.00	\$ 794.86
Ordinary shares, par value \$0.01 per share, subject to unvested restricted stock units under the Strongbridge Biopharma plc 2017 Inducement Plan	28,000	\$ 6.95(3)	\$ 194,600.00	\$ 24.23
<b>TOTAL</b>			<b>\$ 2,570.80</b>	

- (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 2015 Equity Compensation Plan (the "2015 Plan"), the Non-Employee Director Equity Compensation Plan (the "Non-Employee Director Plan") and the 2017 Inducement Plan.
- (2) Represents ordinary shares that were automatically added to the 2015 Plan on January 1, 2018, pursuant to an "evergreen" provision contained in the 2015 Plan. Pursuant to such provision, the number of shares reserved for issuance under the 2015 Plan automatically increases on January 1 of each year, through January 1, 2025, by an amount equal to four percent (4.0%) of the outstanding ordinary shares of the Company on the last day of the immediately preceding fiscal year.
- (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 January 29, 2018, in accordance with Rule 457(c) of the Securities Act.

- (4) Represents ordinary shares that were automatically added to the Non-Employee Director Plan on January 1, 2018, pursuant to an "evergreen" provision contained in the Non-Employee Director Plan. Pursuant to such provision, the number of shares reserved for issuance under the Non-Employee Director Plan automatically increases on January 1 of each year, continuing through January 1, 2025, by an amount equal to one half of a percent (0.5%) of the outstanding ordinary shares of the Company on the last day of the immediately preceding fiscal year.
  - (5) Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act on the basis of \$5.09, the weighted-average exercise price per share of stock options outstanding under the 2017 Inducement Plan as of February 1, 2018.
- 
- 
-

## EXPLANATORY NOTE

Strongbridge Biopharma plc (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering (i) an additional 1,605,992 ordinary shares issuable to eligible persons under the Registrant’s 2015 Plan, which ordinary shares are in addition to the 3,363,414 ordinary shares registered on the Registrant’s Form S-8 filed on January 12, 2017 (File No. 333-215532) (the “Prior Registration Statement”), (ii) an additional 200,749 ordinary shares issuable to eligible persons under the Registrant’s Non-Employee Director Plan, which ordinary shares are in addition to the 628,155 ordinary shares registered on the Prior Registration Statement, (iii) 217,700 ordinary shares issuable to eligible persons under the Registrant’s 2017 Inducement Plan, (iv) 1,254,300 ordinary shares subject to unvested outstanding options that have been issued to eligible persons under the Registrant’s 2017 Inducement Plan, and (v) 28,000 ordinary shares subject to unvested outstanding restricted stock units that have been issued to eligible persons under the Registrant’s 2017 Inducement Plan.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act. In accordance with the instructions of Part I of Form S-8, such document will not be filed with the Securities and Exchange Commission (the “Commission”) either as part of the Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act (by incorporation by reference or otherwise). These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required under Section 10(a) of the Securities Act.

### 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 Form 20-F filed with the Commission on April 4, 2017;
2. The Reports of Foreign Private Issuer on Form 6-K filed with the Commission on January 9, 2017, April 13, 2017, May 16, 2017, June 27, 2017, July 17, 2017 and August 7, 2017, October 5, 2017, November 14, 2017 (second filing), and December 21, 2017;
3. The Current Reports on Form 8-K filed on January 17, 2018, January 18, 2018 and January 26, 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 6. Indemnification of Directors and Officers.**

Strongbridge Biopharma plc, or the Registrant, is a public limited company incorporated under the laws of Ireland. Irish law permits indemnification for the benefit of a company's directors and executive officers. However, as to directors and company secretary, this indemnity is limited by the Irish Companies Act, which prescribes that an advance commitment to indemnify only permits a company to pay the costs or discharge the liability of a director or company secretary where judgment is given in favor of the director or company secretary in any civil or criminal action in respect of such costs or liability, or where an Irish court grants relief because the director or company secretary acted honestly and reasonably and ought fairly to be excused. Any provision whereby an Irish company seeks to commit in advance to indemnify its directors or company secretary over and above the limitations imposed by the Irish Companies Act will be void, whether contained in its articles of association or any contract between the company and the director or company secretary. This restriction does not apply to executive officers who are not directors, the company secretary or other persons who are considered "officers" within the meaning of the Irish Companies Act.

The Registrant's Articles of Association, or the Articles, also contain indemnification and expense advancement provisions for current or former executives who are not directors or the Registrant's secretary.

The Registrant's directors may, on a case-by-case basis, decide at their discretion that it is in the best interests of the Registrant to indemnify an individual director from any liability arising from his or her position as a director of the Registrant. However, this discretion must be exercised bona fide in the Registrant's best interests as a whole. Any such indemnity will be limited in the manner described in the foregoing paragraphs.

Under the Articles and the Irish Companies Act, the Registrant is permitted to take out directors' and officers' liability insurance, as well as other types of insurance, for the Registrant's directors, officers, employees and agents.

The Registrant has entered, and intends to continue to enter, into separate indemnification agreements with its directors and executive officers, in addition to the indemnification provided for in the Articles. These agreements, among other things, provide that the Registrant will to the extent permitted under the Articles and the Irish Companies Act indemnify and provide expense advancement for the Registrant's directors and executive officers for certain expenses, including attorneys' fees, judgments, fines, and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of their services as one of our directors or executive officers, or any of the Registrant's subsidiaries or any other company or enterprise to which the person provides services at the request of the Registrant. At present, there is no pending litigation or proceeding involving any of the Registrant's directors or executive officers as to which indemnification is required or permitted, and the Registrant is not aware of any threatened litigation or proceeding that may result in a claim for indemnification. The indemnification provisions in the Articles may discourage shareholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit the Registrant and its shareholders. A shareholder's investment may be harmed to the extent the Registrant pays the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. There is no pending litigation or proceeding naming any of the Registrant's directors or officers as to which indemnification is being sought, nor is the Registrant aware of any pending or threatened litigation that may result in claims for indemnification by any director or officer.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion of Arthur Cox, Irish counsel of Strongbridge Biopharma plc
23.1	Consent of Ernst & Young LLP
23.2	Consent of Ernst & Young AB
23.3	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)
99.1	Strongbridge Biopharma plc 2015 Equity Compensation Plan (incorporated by reference to Exhibit 10.14 to the Annual Report on Form 20-F (File No. 001-37569) filed on March 24, 2016)
99.2	Strongbridge Biopharma plc Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.15 to the Annual Report on Form 20-F (File No. 001-37569) filed on March 24, 2016)
99.3	Strongbridge Biopharma plc 2017 Inducement Plan (incorporated by reference to Exhibit 10.21 to the Annual Report on Form 20-F (File No. 001-37569) filed on April 4, 2017)

**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement — notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	<a href="#"><u>Opinion of Arthur Cox, Irish counsel of Strongbridge Biopharma plc</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young LLP</u></a>
23.2	<a href="#"><u>Consent of Ernst &amp; Young AB</u></a>
23.3	<a href="#"><u>Consent of Arthur Cox, Irish counsel of Strongbridge Biopharma plc (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on signature page hereto)</u></a>
99.1	<a href="#"><u>Strongbridge Biopharma plc 2015 Equity Compensation Plan (incorporated by reference to Exhibit 10.14 to the Annual Report on Form 20-F (File No. 001-37569) filed on March 24, 2016)</u></a>
99.2	<a href="#"><u>Strongbridge Biopharma plc Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.15 to the Annual Report on Form 20-F (File No. 001-37569) filed on March 24, 2016)</u></a>
99.3	<a href="#"><u>Strongbridge Biopharma plc 2017 Inducement Plan (incorporated by reference to Exhibit 10.21 to the Annual Report on Form 20-F (File No. 001-37569) filed on April 4, 2017)</u></a>

## 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 February 1, 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)	February 1, 2018
<u>/s/ A. Brian Davis</u> A. Brian Davis	Chief Financial Officer (principal financial officer and principal accounting officer)	February 1, 2018
<u>/s/ John H. Johnson</u> John H. Johnson	Chairman, Director	February 1, 2018
<u>/s/ Richard S. Kollender</u> Richard S. Kollender	Director	February 1, 2018
<u>/s/ Garheng Kong</u> Garheng Kong	Director	February 1, 2018
<u>/s/ Jeffrey W. Sherman</u> Jeffrey W. Sherman	Director	February 1, 2018
<u>/s/ Mårten Steen</u> Mårten Steen	Director	February 1, 2018
<u>/s/ Hilde H. Steineger</u> Hilde H. Steineger	Director	February 1, 2018



1 February 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 1 February 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:

- (a) the Strongbridge Biopharma plc 2015 Equity Compensation Plan (the “**2015 Plan**”);
  - (b) the Strongbridge Biopharma plc Non-Employee Director Equity Compensation Plan (the “**Non-Employee Director Plan**”); and
  - (c) the Strongbridge Biopharma plc 2017 Inducement Plan (“**2017 Inducement Plan**”),
- (together, the “**Plans**”).
-

- 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.
- 1.6 For the purpose of giving this Opinion, we have caused to be made the following legal searches against the Company on 1 February 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 Plans

- (a) that the Shares will be allotted and issued in the manner stated in the Plans;
- (b) that any awards granted pursuant to the Plans 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 Plans 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 Plans 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 Plans) will be conducted in accordance with the terms and the procedures described in the Plans and the applicable award agreement;
- (d) that the Company has sufficient share capital to issue the required number of Shares to be delivered to recipients of any awards granted under the Plans;

#### 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 Plans.
3. A copy of the resolutions of the board of directors of the Company dated 5 December 2017.
4. A copy of the corporate certificate of the secretary of the Company dated 1 February 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 1 February 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 2015 Equity Compensation Plan, the Non-Employee Director Equity Compensation Plan and the 2017 Inducement Plan of Strongbridge Biopharma plc of our report dated April 4, 2017, with respect to the consolidated financial statements of Strongbridge Biopharma plc, included in its Annual Report (Form 20-F) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, PA  
February 1, 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 2015 Equity Compensation Plan, the Non-Employee Director Equity Compensation Plan and the 2017 Inducement Plan of Strongbridge BioPharma plc of our report dated August 17, 2015 except for Note 1, as to which the date is September 9, 2015, with respect to the consolidated statements of operations, shareholders' equity and cash flows of Strongbridge Biopharma plc for the year ended December 31, 2014 included in its Annual Report (Form 20-F), for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young AB

Gothenburg, Sweden  
February 1, 2018

---