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

FORM S-8
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)

26-1523233
(I.R.S. Employer
Identification No.)

490 Lapp Road
Malvern, Pennsylvania
(Address of Principal Executive Offices)

19355
(Zip Code)

RECRO PHARMA, INC. 2018 AMENDED AND RESTATED EQUITY INCENTIVE PLAN
(Full title of the plan)

Gerri A. Henwood
President and Chief Executive Officer
Recro Pharma, Inc.
490 Lapp Road
Malvern, PA 19355
(Name and address of agent for service)

(484) 395-2470
(Telephone number, including area code, of agent for service)

with a copy to:

Rachael M. Bushey, Esq.
Jennifer L. Porter, Esq.
Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103
(215) 981-4331

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 to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	1,082,972 shares	\$8.53	\$9,237,751.16	\$1,119.62

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional shares of common stock, \$0.01 par value per share (the "Common Stock"), of Recro Pharma, Inc. (the "Registrant") which become issuable under the Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock of the Registrant.
 - (2) Represents 1,082,972 shares of Common Stock that were added to the shares authorized for issuance under the Plan on December 1, 2018 pursuant to an "evergreen" provision contained in the Plan. Pursuant to such provision in the Plan, on December 1 of each year, the Board of Directors may approve an increase to number of shares authorized for issuance under the Plan of up to five percent (5%) of the issued and outstanding Common Stock of the Registrant
 - (3) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price shown is based upon the average of the high and low prices reported for the common stock on the NASDAQ Capital Market on February 15, 2019.
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EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering an additional 1,082,972 shares of common stock, \$0.01 par value per share (the "Common Stock"), of Recro Pharma, Inc. (the "Registrant") that were added to the shares authorized for issuance under the Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (the "Plan") for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective.

The Registrant previously filed Registration Statements on Form S-8 (File Nos. 333-194730, 333-206309, 333-208749, 333-216579, 333-223437 and 333-224870) with the Securities and Exchange Commission (the "Commission") to register 7,036,737 shares of Common Stock that were authorized for issuance under the Plan. Upon the effectiveness of this Registration Statement, an aggregate of 8,119,709 shares of Common Stock will be registered for issuance from time to time under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File Nos. 333-194730, 333-206309, 333-208749, 333-216579, 333-223437 and 333-224870) filed with the Commission on March 21, 2014, August 12, 2015, December 23, 2015, March 9, 2017, March 5, 2018 and May 11, 2018 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents of the Registrant filed with the Commission are incorporated by reference in this Registration Statement as of their respective dates:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 19, 2019;
- (b) The Registrant's Current Reports on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed on January 4, 2019 (Film No. 19510370), January 7, 2019 (Film No. 19512138); February 14, 2019 (Film No. 19607760) and February 19, 2019 (Film No. 19613383).
- (d) The description of the Registrant's common stock contained in the Registrant's Form 8-A filed with the Commission on March 4, 2014 (Registration No. 001-36329) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of further 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 offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a 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 herein or in a document, all or a portion of which is 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 herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	<u>Second Amended and Restated Articles of Incorporation of Recro Pharma, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on March 13, 2014).</u>
4.2	<u>Third Amended and Restated Bylaws of Recro Pharma, Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on March 13, 2014).</u>
5.1	<u>Opinion of Pepper Hamilton LLP (filed herewith).</u>
23.1	<u>Consent of KPMG LLP (filed herewith).</u>
23.2	<u>Consent of Pepper Hamilton LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included in signature page to this Registration Statement).</u>
99.1	<u>Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36329), filed on May 9, 2018).</u>
99.2	<u>Form of Amended and Restated Equity Incentive Plan Award Agreement (incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K (File No. 001-36329), filed on March 25, 2015).</u>
99.3	<u>Form of Amended and Restated Equity Incentive Plan Award Agreement for Restricted Stock Units (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on December 22, 2015).</u>

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 Malvern, Pennsylvania, on the 19 of February, 2019.

RECRO PHARMA, INC.

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

POWER OF ATTORNEY

We, the undersigned officers and directors of Recro Pharma, Inc., hereby severally constitute and appoint Gerri A. Henwood and Ryan D. Lake, our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution in her or him for her or him and in her or his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her 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 has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
<u>/s/ Gerri A. Henwood</u> Gerri A. Henwood	President, Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2019
<u>/s/ Ryan D. Lake</u> Ryan D. Lake	Chief Financial Officer (Principal Financial and Accounting Officer)	February 19, 2019
<u>/s/ Alfred Altomari</u> Alfred Altomari	Director	February 19, 2019
<u>/s/ William L. Ashton</u> William L. Ashton	Director	February 19, 2019
<u>/s/ Michael Berelowitz</u> Michael Berelowitz	Director	February 19, 2019
<u>/s/ Winston J. Churchill</u> Winston J. Churchill	Director	February 19, 2019
<u>/s/ Karen A. Flynn</u> Karen A. Flynn	Director	February 19, 2019
<u>/s/ Bryan M. Reasons</u> Bryan M. Reasons	Director	February 19, 2019
<u>/s/ Wayne B. Weisman</u> Wayne B. Weisman	Director	February 19, 2019



3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, PA 19103-2799
215.981.4000
Fax 215.981.4750

February 19, 2019

Board of Directors
Recro Pharma, Inc.
490 Lapp Road
Malvern, Pennsylvania 19355

Ladies and Gentlemen:

We are acting as counsel to Recro Pharma, Inc., a Pennsylvania corporation (the “**Company**”), in connection with its registration statement on Form S-8, as amended (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), relating to the proposed offering of up to 1,082,972 shares of common stock, par value \$0.01 per share, of the Company (the “**Shares**”), all of which Shares are issuable pursuant to the Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (the “**Plan**”). This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, we have examined copies of such agreements, instruments and documents as we have deemed an appropriate basis on which to render the opinions hereinafter expressed. In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to us, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to us as copies (including telecopies). As to all matters of fact, we have relied on the representations and statements of fact made in the documents so reviewed, and we have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Pennsylvania Business Corporation Law of 1988, as amended. We express no opinion herein as to any other statutes, rules or regulations.

Based upon, subject to and limited by the foregoing, we are of the opinion that following (i) effectiveness of the Registration Statement, (ii) issuance of the Shares pursuant to the terms of the Plan, and (iii) receipt by the Company of the consideration for the Shares specified in the resolutions of the Board of Directors or a duly authorized committee thereof, the Plan and any underlying award agreements or letters, the Shares will be validly issued, fully paid, and nonassessable.

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are an “expert” within the meaning of the Act.

Very truly yours,

/s/ PEPPER HAMILTON LLP

PEPPER HAMILTON LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Recro Pharma, Inc.:

We consent to the use of our report dated February 19, 2019, with respect to the consolidated balance sheets of Recro Pharma, Inc. and subsidiaries as of December 31, 2018 and 2017, the related consolidated statements of operations and comprehensive loss, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements), incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 19, 2019