

Corium International, Inc.  
Form S-8  
February 12, 2015

As filed with the Securities and Exchange Commission on February 12, 2015

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**CORIUM INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**38-3230774**  
(I.R.S. Employer  
Identification No.)

**235 Constitution Drive**  
**Menlo Park, California 94025**

(Address of Principal Executive Offices) (Zip Code)

**2014 Equity Incentive Plan**

**2014 Employee Stock Purchase Plan**

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(Full Title of the Plans)

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**Peter D. Staple**

**President, Chief Executive Officer**

**Corium International, Inc.  
235 Constitution Drive  
Menlo Park, California 94025**

(Name and Address of Agent For Service)

**(650) 298-8255**

(Telephone Number, including area code, of agent for service)

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**Copies to:**

Robert A. Freedman, Esq.

Fenwick & West LLP

Silicon Valley Center

801 California Street

Mountain View, California 94041

(650) 988-8500

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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

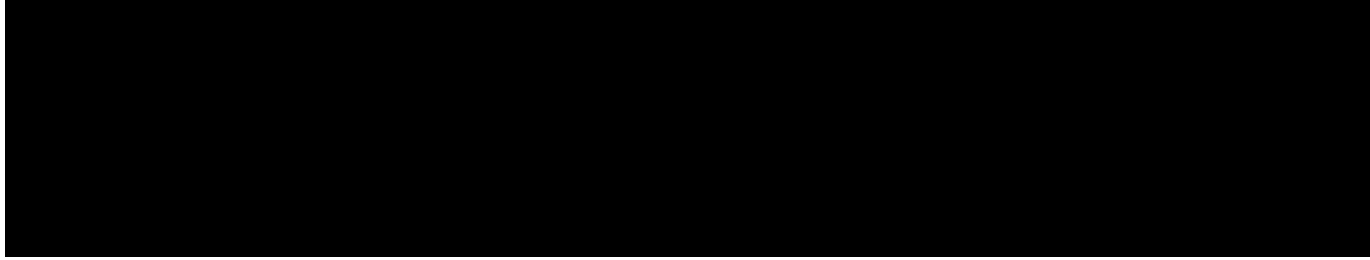
Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**



(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended ( **Securities Act** ), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's Common Stock.

(2) Represents additional shares of Registrant's Common Stock reserved for issuance under the 2014 Equity Incentive Plan, resulting from the automatic annual increase in the number of shares reserved for issuance on January 1 of each of the first ten years following the Registrant's initial public offering.

(3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on February 5, 2015. In the case of the 2014 Employee Stock Purchase Plan, this price per share is multiplied by 85%, which is the percentage of the price per share applicable to purchases under the 2014 Employee Stock Purchase Plan.

(4) Represents additional shares of Registrant's Common Stock reserved for issuance under the 2014 Employee Stock Purchase Plan, resulting from the automatic annual increase in the number of shares reserved for issuance on January 1 of each of the first ten years following the Registrant's initial public offering.

**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Corium International, Inc. ( **Registrant** ) is filing this Registration Statement with the U.S. Securities and Exchange Commission ( **SEC** ) to register 722,834 additional shares of Common Stock under the Registrant's 2014 Equity Incentive Plan and 181,994 additional shares of Common Stock under the Registrant's 2014 Employee Stock Purchase Plan, pursuant to the provisions of those plans that provide for an automatic annual increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the SEC on April 3, 2014 (Registration No. 333-195006). In accordance with the instructional note to Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

## PART II

## Information Required in the Registration Statement

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Form	Incorporated by Reference File No.	Reference Exhibit	Filing Date	Filed Herewith
4.1	Restated Certificate of Incorporation of the Registrant, as currently in effect.	10-Q	001-36375	3.1	May 14, 2014	
4.2	Restated Bylaws of the Registrant, as currently in effect.	10-Q	001-36375	3.2	May 14, 2014	
4.3	2014 Equity Incentive Plan and forms of award agreements.	S-1	333-194279	10.4	March 24, 2014	
4.4	2014 Employee Stock Purchase Plan and forms of award agreements.	S-1	333-194279	10.5	March 24, 2014	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1).					X
24.1	Power of Attorney (incorporated by reference to Page II-3 of this Registration Statement).					X

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 the City of Menlo Park, State of California, on this 12th day of February 2015.

**Corium International, Inc.**

By: /s/ Peter D. Staple  
Peter D. Staple  
President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned officers and directors of Corium International, Inc., a Delaware corporation, do hereby constitute and appoint Peter D. Staple, President and Chief Executive Officer, and Robert S. Breuil, Chief Financial Officer, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

**IN WITNESS WHEREOF**, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Peter D. Staple Peter D. Staple	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2015
/s/ Robert S. Breuil Robert S. Breuil	Chief Financial Officer (Principal Financial Officer)	February 12, 2015
/s/ Timothy D. Sweemer Timothy D. Sweemer	Chief Accounting Officer (Principal Accounting Officer)	February 12, 2015

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/s/ Bhaskar Chaudhuri, Ph.D.  
Bhaskar Chaudhuri, Ph.D.

Director

February 12, 2015

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/s/ Ronald Eastman Ronald Eastman	Director	February 12, 2015
/s/ Phyllis Gardner, M.D. Phyllis Gardner, M.D.	Director	February 12, 2015
/s/ Ivan Gergel, M.D. Ivan Gergel, M.D.	Director	February 12, 2015
/s/ Paul Goddard, Ph.D. Paul Goddard, Ph.D.	Director	February 12, 2015
/s/ David L. Greenwood David L. Greenwood	Chairman	February 12, 2015
/s/ John W. Kozarich, Ph.D. John W. Kozarich, Ph.D.	Director	February 12, 2015
/s/ Robert W. Thomas Robert W. Thomas	Director	February 12, 2015



**EXHIBIT INDEX**

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