

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

FORM S-8

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

PARATEK PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

33-0960223

(IRS Employer
Identification No.)

**75 Park Plaza
Boston, MA 02116**

(Address of Principal Executive Offices) (Zip Code)

Paratek Pharmaceuticals, Inc. 2015 Equity Incentive Plan
(Full titles of the plans)

**Michael F. Bigham
Chairman and Chief Executive Officer
75 Park Plaza
Boston, MA 02116**

(Name and address of agent for service)

(617) 807-6600

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

Please send copies of all communications to:

**William M. Haskel
Senior Vice President, General Counsel and Corporate Secretary
Paratek Pharmaceuticals, Inc.
75 Park Plaza
Boston, MA 02116
(617) 807-6600**

**Christopher D. Comeau
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000**

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 ☐

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 Each Class 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
Common Stock, \$0.001 par value per share	1,397,050 shares (2)	\$10.90 (3)	\$15,227,845	\$1,895.87
TOTAL	1,397,050 shares		\$15,227,845	\$1,895.87

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of Common Stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Represents 1,397,050 shares of Common Stock that were automatically added to the shares authorized for issuance under the registrant's 2015 Equity Incentive Plan (the "2015 Plan") on January 1, 2018 pursuant to an "evergreen" provision contained in the 2015 Plan. The "evergreen" provision provides that on each January 1st from January 1, 2015 through January 1, 2025, the number of shares of Common Stock available for issuance under the 2015 Plan will automatically increase annually in an amount equal to the lesser of 5% of outstanding shares of the registrant's Common Stock as of the close of business on the immediately preceding December 31st or the number of shares determined by the registrant's board of directors.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933 based on the average high and low prices of the registrant's Common Stock as reported by The Nasdaq Global Market on May 3, 2018, a date that is within five business days prior to the date on which this Registration Statement is being filed, to be \$11.10 and \$10.70, respectively.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register an additional 1,397,050 shares under the Registrant's 2015 Equity Incentive Plan. Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference, except to the extent supplemented, amended or superseded by the information set forth herein, into this Registration Statement the entire contents of its Registration Statement on Form S-8 (File No. 333-205482) filed with the Securities and Exchange Commission (the "SEC") on July 2, 2015, its Registration Statement on Form S-8 (File No. 333-210053) filed with the SEC on March 9, 2016 and its Registration Statement on Form S-8 (File No. 333-217660) filed with the SEC on May 4, 2017.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description	Incorporated by Reference			
		Schedule / Form	File Number	Exhibit	Filing Date
4.1	Amended and Restated Certificate of Incorporation of Paratek Pharmaceuticals, Inc.	Form 8-K	001-36066	3.1	October 31, 2014
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Paratek Pharmaceuticals, Inc.	Form 8-K	001-36066	3.2	October 31, 2014
4.3	Certificate of Elimination of Series A Junior Participating Preferred Stock.	Form 8-K	001-36066	3.1	July 24, 2015
4.4	Amended and Restated Bylaws.	Form 8-K	001-36066	3.1	April 16, 2015
4.5	Specimen Common Stock Certificate.	Form S-3	333-201458	4.2	January 12, 2015
4.6	2015 Equity Incentive Plan.	Form S-8	333-205482	99.5	July 2, 2015
4.7	Form of Stock Option Grant Notice and Option Agreement under the 2015 Equity Incentive Plan.	Form S-8	333-205482	99.6	July 2, 2015
4.8	Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2015 Equity Incentive Plan.	Form S-8	333-205482	99.7	July 2, 2015
4.9	Form of Leadership Team Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2015 Equity Incentive Plan.	Form 8-K	001-36066	10.1	August 4, 2017
4.10	Form of Director Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement under the 2015 Equity Incentive Plan.	Form 10-K	001-36066	10.6E	March 6, 2018
4.11	Form of Director Stock Option Grant Notice and Option Agreement under the 2015 Equity Incentive Plan.	Form 10-K	001-36066	10.6F	March 6, 2018
5.1*	Opinion of Ropes & Gray LLP				
23.1*	Consent of CohnReznick LLP				
23.2*	Consent of Ernst & Young LLP				
23.3*	Consent of Ropes & Gray LLP (contained in Exhibit 5.1 to this Registration Statement)				
24.1	Power of Attorney (included on the signature page of this Registration Statement)				

* Filed herewith.

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 Boston, Commonwealth of Massachusetts, on this 9th day of May, 2018.

PARATEK PHARMACEUTICALS, INC.

By: /s/ Michael F. Bigham

Name: Michael F. Bigham

Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Douglas W. Pagán and William M. Haskel, and each of them acting individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Paratek Pharmaceuticals, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their 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 and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael F. Bigham</u> Michael F. Bigham	Chairman of the Board of Directors and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 9, 2018
<u>/s/ Douglas W. Pagán</u> Douglas W. Pagán	Chief Financial Officer <i>(Principal Financial Officer & Principal Accounting Officer)</i>	May 9, 2018
<u>/s/ Evan Loh, M.D.</u> Evan Loh, M.D.	President, Chief Operating Officer, Chief Medical Officer and Director	May 9, 2018
<u>/s/ Thomas J. Dietz, Ph.D.</u> Thomas J. Dietz, Ph. D.	Director	May 9, 2018
<u>/s/ Timothy R. Franson, M.D.</u> Timothy R. Franson, M.D.	Director	May 9, 2018
<u>/s/ Rolf K. Hoffmann</u> Rolf K. Hoffmann	Director	May 9, 2018
<u>/s/ Kristine Peterson</u> Kristine Peterson	Director	May 9, 2018
<u>/s/ Robert S. Radie</u> Robert S. Radie	Director	May 9, 2018
<u>/s/ Jeffrey Stein, Ph.D.</u> Jeffrey Stein, Ph.D.	Director	May 9, 2018



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

May 9, 2018

Paratek Pharmaceuticals, Inc.
75 Park Plaza
Boston, MA 02116

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of an aggregate of 1,397,050 shares of common stock, \$0.001 par value (the "Shares"), of Paratek Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2015 Equity Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby 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 included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2016, on our audit of the consolidated statements of operations and comprehensive loss, stockholders' equity and cash flows of Paratek Pharmaceuticals, Inc. for the year ended December 31, 2015, included in the Annual Report on Form 10-K of Paratek Pharmaceuticals, Inc. for the year ended December 31, 2017.

/s/ CohnReznick LLP

Vienna, Virginia
May 9, 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 Paratek Pharmaceuticals, Inc. 2015 Equity Incentive Plan of our reports dated March 6, 2018, with respect to the consolidated financial statements of Paratek Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Paratek Pharmaceuticals, Inc. 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

Boston, Massachusetts
May 9, 2018