

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

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

Pernix Therapeutics Holdings, Inc.
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	33-0724736 (I.R.S. Employer Identification No.)
10 North Park Place, Suite 201 Morristown, New Jersey (Address of Principal Executive Offices)	07960 (Zip Code)
PERNIX THERAPEUTICS HOLDINGS, INC. 2017 OMNIBUS INCENTIVE PLAN (Full title of the plan)	

John A. Sedor
Chief Executive Officer
10 North Park Place, Suite 201
Morristown, New Jersey 07960
(Name and address of agent for service)

(800) 793-2145
(Telephone number, including area code, of agent for service)

With Copies to:

Kenneth R. Piña
Senior Vice President, Chief Legal and Compliance Officer
and Corporate Secretary
10 North Park Place, Suite 201
Morristown, New Jersey 07960
(800) 793-2145

and

Steven J. Abrams
Hogan Lovells US LLP
1735 Market Street, 23rd Floor
Philadelphia, PA 19103
(267) 675-4600

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 (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	600,000	\$1.45	\$870,000	\$108.32

- (1) This registration statement covers 600,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of Pemix Therapeutics Holdings, Inc., a Maryland corporation (the "Registrant"), issuable pursuant to the Registrant's 2017 Omnibus Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall be deemed to cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transactions.
 - (2) Estimated solely for the purpose of calculating the registration fee under Rule 457(c) and (h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low sales price per share of common stock on August 20, 2018, as reported on the Nasdaq Global Market.
-

EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering additional shares of common stock, par value \$0.01 per share (the "Common Stock") of Permex Therapeutics Holdings, Inc. (the "Registrant") in connection with the Permex Therapeutics Holdings, Inc. 2017 Omnibus Incentive Plan, as amended (the "Plan") for which a Registration Statement on Form S-8 relating to the Plan is effective. This Registration Statement on Form S-8 (the "Registration Statement") registers an additional 600,000 shares of Common Stock of the Registrant to be issued pursuant to the Plan. The contents of the previous Registration Statement on Form S-8 filed by the Registrant with the Securities and Exchange Commission (the "SEC") for the Plan on November 20, 2017 (File No. 333-221678), to the extent not otherwise amended or superseded by the contents hereof, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant are incorporated herein by reference (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 8, 2018;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 filed with the SEC on May 10, 2018;
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 filed with the SEC on August 9, 2018;
- (d) The Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 9, 2018, to the extent incorporated by reference into the Registrant's Annual Report on Form 10-K for the year ended December 31, 2017;
- (e) The Registrant's Current Reports on Form 8-K filed with the SEC on January 5, 2018, January 29, 2018, February 6, 2018, February 20, 2018, February 28, 2018, March 5, 2018, March 27, 2018, April 24, 2018, May 22, 2018, June 22, 2018, July 31, 2018 and August 1, 2018; and
- (f) The description of the common stock contained in the Registrant's Current Report on Form 8-A filed with the SEC on February 7, 1997, as amended by that certain Form 8-A filed with the SEC on March 15, 2010, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Registrant after the date hereof 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 herein and to be part hereof from the date of filing of such reports and documents, except for the documents, or portions thereof, that are "furnished" rather than filed with the SEC.

For the purposes of 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 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 superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Index

Exhibit Number	Description
5.1	Opinion of Hogan Lovells US LLP (filed herewith).
10.1	Pernix Therapeutics Holdings, Inc. 2017 Omnibus Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed May 22, 2018).
23.1	Consent of Cherry Bekaert LLP, Independent Registered Public Accounting Firm (filed herewith).
23.2	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in signature page to this Registration Statement).

The logo for Hogan Lovells, featuring the name "Hogan Lovells" in a serif font on a yellow rectangular background.

Hogan Lovells US LLP
1735 Market Street, 23rd Floor
Philadelphia, PA 19103
T +1 267 675 4600
F +1 267 675 4601
www.hoganlovells.com

August 22, 2018

Board of Directors
Pernix Therapeutics Holdings, Inc.
10 North Park Place, Suite 201
Morristown, New Jersey 07960

Ladies and Gentlemen:

We are acting as counsel to Pernix Therapeutics Holdings, Inc., a Maryland 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 600,000 shares of common stock, par value \$0.01 per share, of the Company (the "**Shares**"), all of which Shares are issuable pursuant to the Pernix Therapeutics Holdings, Inc. 2017 Omnibus Incentive Plan, as amended (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 pdfs). 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 Maryland General Corporation Law, 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.

Hogan Lovells US LLP is a limited liability partnership registered in the District of Columbia. "Hogan Lovells" is an international legal practice that includes Hogan Lovells US LLP and Hogan Lovells International LLP, with offices in: Alicante Amsterdam Baltimore Beijing Birmingham Boston Brussels Colorado Springs Denver Dubai Dusseldorf Frankfurt Hamburg Hanoi Ho Chi Minh City Hong Kong Houston Johannesburg London Los Angeles Luxembourg Madrid Mexico City Miami Milan Minneapolis Monterrey Moscow Munich New York Northern Virginia Paris Perth Philadelphia Rio de Janeiro Rome San Francisco São Paulo Shanghai Silicon Valley Singapore Sydney Tokyo Warsaw Washington DC Associated offices: Budapest Jakarta Shanghai FTZ Ulaanbaatar Zagreb. Business Service Centers: Johannesburg Louisville. For more information see www.hoganlovells.com

This opinion letter has been prepared for use in connection with the Registration Statement. We assume no obligation to advise 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/ Hogan Lovells US LLP

HOGAN LOVELLS US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement (Form S-8) of Pemix Therapeutics Holdings, Inc. of our report dated March 8, 2018, with respect to the consolidated financial statements of Pemix Therapeutics Holdings, Inc. included in its Annual Report (Form 10-K) for the years ended December 31, 2017 and 2016.

/s/ Cherry Bekaert LLP

Atlanta, Georgia

August 20, 2018