
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Collegium Pharmaceutical, Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

**100 Technology Center Drive
Stoughton, MA 02072**
(Address, including zip code, of
Principal Executive Offices)

03-0416362
(I.R.S. Employer
Identification No.)

**AMENDED AND RESTATED 2014 STOCK INCENTIVE PLAN
2015 EMPLOYEE STOCK PURCHASE PLAN**
(Full title of the plans)

Colleen Tupper
Executive Vice President and Chief Financial Officer
**100 Technology Center Drive
Stoughton, MA 02072**
(781) 713-3699

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Jennifer L. Porter, Esq.
Goodwin Procter LLP
2005 Market Street
32nd Floor
Philadelphia, PA 19103
(445) 206-7806

Shirley R. Kuhlmann, Esq.
Executive Vice President,
General Counsel and Chief Administrative Officer
100 Technology Center Drive, Suite 300
Stoughton, MA 02072
(781) 713-3699

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

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,593,427 shares of Common Stock of the Registrant that were added to the shares authorized for issuance under the Collegium Pharmaceutical, Inc. Amended and Restated 2014 Stock Incentive Plan (the "Stock Incentive Plan") and the Collegium Pharmaceutical, Inc. 2015 Employee Stock Purchase Plan (the "ESPP") for which a Registration Statement on Form S-8 relating to the same employee benefit plans is effective. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File Nos. 333-207744, 333-218767, 333-225498, 333-233092, 333-245649, 333-258752, 333-266778 and 333-273874) filed with the Securities and Exchange Commission (the "Commission") on [November 2, 2015](#), [June 15, 2017](#), [June 7, 2018](#), [August 7, 2019](#), [August 13, 2020](#), [August 12, 2021](#), [August 11, 2022](#) and [August 10, 2023](#) 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, 2023, filed with the Commission on February 22, 2024](#);
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024, filed with the Commission on [May 9, 2024](#) and [August 8, 2024](#), respectively;
- (c) 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 3, 2024](#); [April 11, 2024](#); [April 29, 2024](#); [May 10, 2024](#); [May 13, 2024](#); [May 20, 2024](#); [May 24, 2024](#); [June 13, 2024](#); and [July 29, 2024](#); and
- (d) [The description of the Registrant's Common Stock contained in the Form 8-A filed with the Commission on May 1, 2015 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.

Exhibit Number	Description
4.1	Third Amended and Restated Articles of Incorporation of Collegium Pharmaceutical, Inc. (1)
4.2	Amended and Restated Bylaws of Collegium Pharmaceutical, Inc. (2)
5.1	Opinion of Troutman Pepper Hamilton Sanders LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page)
99.1	Amended and Restated 2014 Stock Incentive Plan (3)

99.2	Form of Incentive Stock Option Agreement under the Amended and Restated 2014 Stock Incentive Plan (3)
99.3	Form of Non-Qualified Stock Option Agreement under the Amended and Restated 2014 Stock Incentive Plan (3)
99.4	Form of Restricted Stock Unit Agreement under the Amended and Restated 2014 Stock Incentive Plan (4)
99.5	Form of Performance Share Unit Agreement under the Amended and Restated 2014 Stock Incentive Plan (5)
99.6	2015 Employee Stock Purchase Plan (3)
107	Calculation of Registration Fees

- (1) Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 5, 2020.
 - (2) Previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Commission on December 4, 2017.
 - (3) Previously filed as an exhibit to the Registrant's Registration Statement on Form S-8 (File No. 333-207744) filed with the Commission on November 2, 2015.
 - (4) Previously filed as an exhibit to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 22, 2024.
 - (5) Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on May 8, 2019.
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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 the Town of Stoughton, Commonwealth of Massachusetts, on this 15th day of August, 2024.

COLLEGIUM PHARMACEUTICAL, INC.

By: /s/ Colleen Tupper

Colleen Tupper

Executive Vice President and Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Collegium Pharmaceutical, Inc., hereby severally constitute and appoint Michael Heffernan, R.Ph., Colleen Tupper and Shirley R. Kuhlmann, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Collegium Pharmaceutical, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on August 15th, 2024.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael Heffernan, R.Ph.</u> Michael Heffernan, R.Ph.	Interim President and Chief Executive Officer (Principal Executive Officer) and Chairman of the Board of Directors
<u>/s/ Colleen Tupper</u> Colleen Tupper	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Rita Balice-Gordon, Ph.D.</u> Rita Balice-Gordon, Ph.D.	Director
<u>/s/ Garen G. Bohlin</u> Garen G. Bohlin	Director
<u>/s/ John A. Fallon, M.D.</u> John A. Fallon, M.D.	Director
<u>/s/ John G. Freund, M.D.</u> John G. Freund, M.D.	Director
<u>/s/ Gwen A. Melincoff</u> Gwen A. Melincoff	Director
<u>/s/ Gino Santini</u> Gino Santini	Director

Troutman Pepper Hamilton Sanders LLP
Troutman Sanders Building, 1001 Haxall Point
Richmond, VA 23219

troutman.com



August 15, 2024

Board of Directors
Collegium Pharmaceutical, Inc.
100 Technology Center Drive, Suite 300
Stoughton, MA 02072

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 (the "Registration Statement") of Collegium Pharmaceutical, Inc., a Virginia corporation (the "Company"), filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement covers an aggregate of 1,593,427 shares of the Company's Common Stock, par value \$0.001 per share (the "Common Stock"), including (i) 1,274,742 shares of Common Stock (the "2014 Plan Shares") pursuant to the Company's Amended and Restated 2014 Stock Incentive Plan (the "2014 Plan"), and (ii) 318,685 shares of Common Stock (the "2015 ESPP Shares", and together with the 2014 Plan Shares, the "Shares") pursuant to the Company's 2015 Employee Stock Purchase Plan (the "2015 ESPP", and together with the 2014 Plan, the "Plans"). This opinion letter is furnished in accordance with the requirements of Item 8(a) of Form S-8 and Item 601(b)(5)(i) of Regulation S-K.

For purposes of this opinion letter, we have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Third Amended and Restated Articles of Incorporation (the "Articles of Incorporation") and the Amended and Restated Bylaws of the Company, the Plans and 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 competence and 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.

In connection herewith, we have assumed that all of the documents referred to in this opinion letter have been duly authorized by, have been duly executed and delivered by, and constitute the valid, binding and enforceable obligations of, all of the parties to such documents, all of the signatories to such documents have been duly authorized and all such parties are duly organized and validly existing and have the power and authority (corporate or other) to execute, deliver and perform such documents.

We do not purport to express an opinion on any laws other than the laws of the Commonwealth of Virginia. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that the Shares have been duly authorized for issuance, and when issued, delivered and paid for in accordance with the Plans (assuming that, upon any issuance of the Shares, the total number of shares of common stock issued and outstanding will not exceed the total number of shares of common stock that the Company is then authorized to issue under its Articles of Incorporation), the Shares will be legally issued, fully paid and non-assessable.

We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. We also consent to your filing copies of this opinion as an exhibit to the Registration Statement with such agencies of such states as you deem necessary in the course of complying with the laws of such states regarding the offering and sale of the securities addressed herein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

Troutman Pepper Hamilton Sanders 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 reports dated February 22, 2024, relating to the financial statements of Collegium Pharmaceutical, Inc. and the effectiveness of Collegium Pharmaceutical, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Collegium Pharmaceutical, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
August 15, 2024

Calculation of Filing Fee Tables

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COLLEGIUM PHARMACEUTICAL, INC

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, \$0.001 par value per share - Amended and Restated 2014 Stock Incentive Plan	457(a)	1,274,742	\$ 34.96	44,564,980.32	0.0001476	\$ 6,577.79
2 Equity	Common Stock, \$0.001 par value per share - 2015 Employee Stock Purchase Plan	457(a)	318,685	\$ 34.96	11,141,227.60	0.0001476	\$ 1,644.45
Total Offering Amounts:					\$		\$ 8,222.24
					55,706,207.92		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 8,222.24

Offering Note

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(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, \$0.001 par value per share (the "Common Stock"), of Collegium Pharmaceutical, Inc., a Virginia corporation (the "Registrant"), which become issuable under the above-named plans 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. Pursuant to Rule 416(c) under the Securities Act, this registration statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the Collegium Pharmaceutical, Inc. 2015 Employee Stock Purchase Plan (the "ESPP").

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on August 9, 2024.

(3) Represents 1,274,742 shares of Common Stock of the Registrant that were added to the shares authorized for issuance under the Collegium Pharmaceutical, Inc. Amended and Restated 2014 Stock Incentive Plan (the "Stock Incentive Plan") on January 1, 2024, pursuant to an "evergreen" provision contained in the Stock Incentive Plan. Pursuant to such provision in the Stock Incentive Plan, as of the first day of each fiscal year, from January 1, 2016 until the expiration of the Stock Incentive Plan, the number of shares authorized for issuance under the Stock Incentive Plan is increased by a number of shares of Common Stock equal to 4% of the total number of outstanding shares of Common Stock on December 31st of the immediately preceding calendar year or such lesser number of shares of Common Stock as determined by the Board of Directors of the Registrant.

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement on Form S-8 shall be deemed to cover any additional shares of common stock, \$0.001 par value per share (the "Common Stock"), of Collegium Pharmaceutical, Inc., a Virginia corporation (the "Registrant"), which become issuable under the above-named plans 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. Pursuant to Rule 416(c) under the Securities Act, this registration statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the Collegium Pharmaceutical, Inc. 2015 Employee Stock Purchase Plan (the "ESPP").

(2) Estimated in accordance with Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Select Market on August 9, 2024.

(4) Represents 318,685 shares of Common Stock of the Registrant that were added to the shares authorized for issuance under the ESPP on January 1, 2024, pursuant to an "evergreen" provision contained in the ESPP. Pursuant to such provision in the ESPP, as of the first day of each fiscal year, from January 1, 2016 until December 31, 2025, the number of shares authorized for issuance under the ESPP is increased by a number equal to the least of (i) 400,000 shares of Common Stock, (ii) 1% of the outstanding shares of Common Stock on such date or (iii) an amount determined by the Board of Directors of the Registrant.
