

**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)

**780 Dedham Street
Suite 800**

Canton, MA 02021

(Address, including zip code, of Registrant's
principal executive offices)

03-0416362

(I.R.S. Employer
Identification No.)

Virginia
(State or other jurisdiction of
incorporation or organization)

**AMENDED AND RESTATED 2014 STOCK INCENTIVE PLAN
2015 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Michael T. Heffernan
President and Chief Executive Officer**

**780 Dedham Street
Suite 800**

Canton, MA 02021

(781) 713-3699

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

With Copies to:

Shirley R. Kuhlmann, Esq.

Pepper Hamilton LLP
19th Floor, High Street Tower
125 High Street
Boston, MA 02110
(617) 204-5100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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	<input type="radio"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="radio"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input checked="" type="checkbox"/>

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)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.001 par value per share				
— Amended and Restated 2014 Stock Incentive Plan	2,004,138	\$ 10.005	\$ 20,051,400.69	\$ 2,323.96
— 2015 Employee Stock Purchase Plan	501,035	\$ 10.005	\$ 5,012,855.18	\$ 580.99
Total	2,505,173	—	\$ 25,064,255.87	\$ 2,904.95

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rule 457(h) and Rule 457(c) 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 June 8, 2017.

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,505,173 shares of common stock of Collegium Pharmaceutical, Inc., or the Registrant, issuable pursuant to the Amended and Restated 2014 Stock Incentive Plan, or the 2014 Plan, and the 2015 Employee Stock Purchase Plan, or the 2015 ESPP. These additional shares of common stock are securities of the same class as other securities for which an original Registration Statement on Form S-8 (File No. 333-207744), or the Original Registration Statement, was filed with the Securities and Exchange Commission on November 2, 2015. These additional shares of common stock have become reserved for issuance as a result of the operation of the “evergreen” provision in each of the 2014 Plan and the 2015 ESPP, which provides that the total number of shares subject to such plan will be increased on the first day of each fiscal year pursuant to a specified formula.

Pursuant to Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated by reference in this Registration Statement on Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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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 Canton, Commonwealth of Massachusetts, on this 15th day of June, 2017.

COLLEGIUM PHARMACEUTICAL, INC.

By: /s/ Michael T. Heffernan, R.Ph.
 Michael T. Heffernan, R.Ph.
 President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Collegium Pharmaceutical, Inc., hereby severally constitute and appoint Michael T. Heffernan and Paul Brannelly, 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 the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael T. Heffernan, R.Ph.</u> Michael T. Heffernan, R.Ph.	President and Chief Executive Officer (Principal Executive Officer) and Director	June 15, 2017
<u>/s/ Paul Brannelly</u> Paul Brannelly	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 15, 2017
<u>/s/ Garen G. Bohlin</u> Garen G. Bohlin	Director	June 15, 2017
<u>/s/ John A. Fallon</u> John A. Fallon	Director	June 15, 2017

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<u>/s/ John G. Freund, M.D.</u> John G. Freund, M.D.	Director	June 15, 2017
<u>/s/ David Hirsch, M.D., Ph.D.</u> David Hirsch, M.D., Ph.D.	Director	June 15, 2017
<u>/s/ Gino Santini</u> Gino Santini	Director	June 15, 2017

EXHIBIT INDEX

Exhibit Number	Description
4.1*	Second Amended and Restated Articles of Incorporation of Collegium Pharmaceutical, Inc.
4.2*	Amended and Restated Bylaws of Collegium Pharmaceutical, Inc.
5.1	Opinion of Pepper Hamilton LLP
10.1(a)+	Amended and Restated 2014 Stock Incentive Plan
10.1(b)+	Form of Incentive Stock Option Agreement under the Amended and Restated 2014 Stock Incentive Plan
10.1(c)+	Form of Non-Qualified Stock Option Agreement under the Amended and Restated 2014 Stock Incentive Plan
10.1(d)+	Form of Restricted Stock Award Agreement under the Amended and Restated 2014 Stock Incentive Plan
10.2+	2015 Employee Stock Purchase Plan
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page)

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- * Previously filed as an exhibit to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2015.
+ Previously filed as an exhibit to the Registrant's Registration Statement on Form S-8 (File No. 333-207744) filed with the Securities and Exchange Commission on November 2, 2015.



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

June 15, 2017

Collegium Pharmaceutical, Inc.
 780 Dedham Street, Suite 800
 Canton, MA 02021

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 2,505,173 shares of the Company's Common Stock, par value \$0.001 per share (the "Common Stock"), including (i) 2,004,138 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) 501,035 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").

We have examined the Registration Statement, including the exhibits thereto, the originals or copies, certified or otherwise identified to our satisfaction, of the Second Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws of the Company, the Plans and such other documents as we have deemed appropriate in rendering this opinion. As to matters of fact, we have relied on representations of officers of the Company. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us, other than by the Company or its officers, as originals and the authenticity of all documents submitted to us as copies of originals. Based on the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plans, as applicable, will be legally issued, fully paid and non-assessable. This opinion is being furnished to you solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon, quoted in any manner to, or delivered to any other person or entity, without in each instance our prior written consent.

We express no opinion herein as to the law of any state or jurisdiction other than the Virginia Stock Corporation Act of the Commonwealth of Virginia, including statutory provisions and all applicable provisions of the Constitution of the Commonwealth of Virginia and reported judicial decisions interpreting such laws of the Commonwealth of Virginia and the federal laws of the United States of America.

Berwyn Boston Harrisburg Washington, D.C. Orange County Detroit Princeton Wilmington Pittsburgh
 www.pepperlaw.com



Collegium Pharmaceutical, Inc.
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We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Pepper Hamilton LLP
 Pepper Hamilton 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 10, 2017, relating to the consolidated financial statements of Collegium Pharmaceutical, Inc. and subsidiary, appearing in the Annual Report on Form 10-K of Collegium Pharmaceutical, Inc. for the year ended December 31, 2016.

/s/ Deloitte & Touche LLP

Boston, Massachusetts

June 15, 2017

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 18, 2016 with respect to the consolidated financial statements included in the Annual Report of Collegium Pharmaceutical, Inc. on Form 10-K for the years end December 31, 2015 and December 31, 2014, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ Grant Thornton LLP
Boston, Massachusetts
June 15, 2017
