

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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
(Full Title of the Plans)

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)

Copies to:
Robert A. Freedman, Esq.
Fenwick & West LLP
Silicon Valley Center
801 California Street
Mountain View, California 94041
(650) 988-8500

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 Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a 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 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				
Reserved for future issuance under the 2014 Equity Incentive Plan	1,444,716 (2)	\$ 11.92 (3)	\$17,213,792	\$ 2,144
Reserved for future issuance under the 2014 Employee Stock Purchase Plan	409,224 (4)	\$ 10.13 (3)	\$ 4,145,440	\$ 517
TOTAL	1,853,940		\$21,359,232	\$ 2,661

- (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 year following the Registrant's initial public offering through 2024.
- (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 6, 2018. 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 year following the Registrant's initial public offering through 2024.

**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 1,444,716 additional shares of Common Stock under the Registrant’s 2014 Equity Incentive Plan and 409,224 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 statements on Form S-8 filed with the SEC on April 3, 2014 (Registration No. 333-195006), February 12, 2015 (Registration No. 333-202055), February 12, 2016 (Registration No. 333-209521) and February 14, 2017 (Registration No. 333-216042). 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	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
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(A)	2014 Equity Incentive Plan and forms of award agreements.	S-1	333-194279	10.4	March 24, 2014	
4.3(B)	Additional form of restricted stock unit agreement under 2014 Equity Incentive Plan.	10-Q	001-36375	10.2	February 12, 2016	
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 2018.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Peter D. Staple</u> Peter D. Staple	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2018
<u>/s/ Robert S. Breuil</u> Robert S. Breuil	Chief Financial Officer (Principal Financial Officer)	February 12, 2018
<u>/s/ Timothy D. Sweemer</u> Timothy D. Sweemer	Chief Accounting Officer (Principal Accounting Officer)	February 12, 2018
<u>/s/ Eric H. Bjerkholt</u> Eric H. Bjerkholt	Director	February 12, 2018
<u>/s/ Bhaskar Chaudhuri, Ph.D.</u> Bhaskar Chaudhuri, Ph.D.	Director	February 12, 2018
<u>/s/ Ronald Eastman</u> Ronald Eastman	Director	February 12, 2018
<u>/s/ Phyllis Gardner, M.D.</u> Phyllis Gardner, M.D.	Director	February 12, 2018
<u>/s/ Ivan Gergel, M.D.</u> Ivan Gergel, M.D.	Director	February 12, 2018
<u>/s/ Paul Goddard, Ph.D.</u> Paul Goddard, Ph.D.	Director	February 12, 2018
<u>/s/ David L. Greenwood</u> David L. Greenwood	Chairman	February 12, 2018
<u>/s/ Robert W. Thomas</u> Robert W. Thomas	Director	February 12, 2018



February 12, 2018

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

Ladies and Gentlemen:

At your request, as your counsel, we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by Corium International, Inc., a Delaware corporation (the “**Company**”) with the Securities and Exchange Commission (the “**Commission**”) on or about February 12, 2018 in connection with the registration under the Securities Act of 1933, as amended (the “**Securities Act**”), of an aggregate of 1,853,940 shares (the “**Shares**”) of the Company’s Common Stock, \$0.001 par value per share (the “**Common Stock**”), subject to issuance by the Company upon the exercise or settlement of (a) awards granted or to be granted under the Company’s 2014 Equity Incentive Plan (the “**2014 Plan**”) and (b) purchase rights granted or to be granted under the Company’s 2014 Employee Stock Purchase Plan (the “**Purchase Plan**”). The 2014 Plan and the Purchase Plan are each individually referred to herein as a “**Plan**” and collectively as the “**Plans**”.

At your request we are providing this letter to express our opinion on the matters set forth below in this letter (“**our opinion**”).

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: the Company’s current Restated Certificate of Incorporation and Restated Bylaws, as amended (collectively, the “**Charter Documents**”); the Registration Statement and the exhibits thereto; the Plan prospectuses prepared in connection with the Registration Statement; certain corporate proceedings of the Company’s Board of Directors (the “**Board**”) and the Company’s stockholders relating to adoption or approval of the Charter Documents, the Plans and related forms of Plan agreements for use thereunder, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the Shares under the Securities Act; documents (including a certificate from the Company’s transfer agent) regarding the Company’s outstanding and reserved capital stock and other securities; and such other documents as we have deemed advisable, and we also have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver

of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated February 12, 2018 issued by the Delaware Secretary of State with respect to the Company) and representations and certifications made to us by the Company, including without limitation representations in an Opinion Certificate addressed to us of even date herewith that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law now in effect. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 1,853,940 Shares of Common Stock that may be issued and sold by the Company upon the exercise or settlement of (a) awards granted or to be granted under the 2014 Plan or (b) purchase rights granted or to be granted under the Purchase Plan, have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including without limitation payment and authorization provisions) of the applicable Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

/s/ Fenwick & West 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 December 28, 2017, relating to the financial statements of Corium International, Inc. (the "Company") (which report expresses an unqualified opinion and includes an explanatory paragraph referring to substantial doubt about the Company's ability to continue as a going concern), appearing in the Annual Report on Form 10-K of the Company for the year ended September 30, 2017.

/s/ DELOITTE & TOUCHE LLP

Grand Rapids, MI
February 12, 2018
