

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

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

**AVADEL PHARMACEUTICALS PLC**

(Exact name of Registrant as specified in its charter)

**Ireland**

(State or other jurisdiction of incorporation or organization)

**98-1341933**

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

**Block 10-1**

**Blanchardstown Corporate Park, Ballycoolin**  
**Dublin 15, Ireland**

(Address of Principal Executive Offices)

**Not Applicable**

(Zip Code)

**2017 Omnibus Incentive Compensation Plan**  
**2017 Employee Share Purchase Plan**

(Full title of the plans)

**Phillandas T. Thompson, Esq.**  
**Avadel Pharmaceuticals plc**  
**16640 Chesterfield Grove Road**  
**Suite 200**

**Chesterfield, MO 63005**

(Name and address of agent for service)

**(636) 449-1840**

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

*Copies of all correspondence to:*

**Timothy I Kahler, Esq.**  
**Joseph Walsh, Esq.**  
**Troutman Sanders LLP**  
**875 Third Avenue**  
**New York, NY 10022**  
**(212) 704-6000**

**Christopher McLaughlin, Esq.**  
**Arthur Cox**  
**Ten Earlsfort Terrace**  
**Dublin 2, Ireland**  
**+353 1 618 0000**

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 Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Ordinary Shares, \$0.01 nominal value	5,000,000(2)	\$10.85(3)	\$54,250,000(3)	\$6,287.58(3)

(1) Each Ordinary Share is represented by one American Depositary Share ("ADS").

(2) Represents 4,000,000 ordinary shares, \$0.01 nominal value each, of Avadel Pharmaceuticals plc (the "Registrant") to be offered pursuant to the Registrant's 2017 Omnibus Incentive Compensation Plan, and 1,000,000 ordinary shares, \$0.01 nominal value each, of the Registrant to be offered pursuant to the Registrant's 2017 Employee Share Purchase Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional ordinary shares, \$0.01 nominal value each, of the Registrant, which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

- (3) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act of 1933, using the average of the high and low sale prices of the ADSs of the Registrant as reported on The NASDAQ Global Market on June 26, 2017, which was \$10.85 per share.
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**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. Plan Information.**

Not required to be filed with this Registration Statement.

**ITEM 2. Registrant Information and Employee Plan Annual Information.**

Not required to be filed with this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- The Registrant's Annual Report on Form 10-K (File No. 001-37977) for the year ended December 31, 2016, filed with the Commission on March 28, 2017.
- The Registrant's Quarterly Report on Form 10-Q (File No. 001-37977) for the quarterly period ended March 31, 2017, filed with the Commission on May 10, 2017.
- The Registrant's Current Reports on Form 8-K (File No. 001-37977) filed with the Commission on March 31, 2017, April 7, 2017, April 18, 2017, April 25, 2017, May 1, 2017, May 18, 2017, May 26, 2017, and May 30, 2017.
- The description of the Registrant's ordinary shares, \$0.01 nominal value each (the "Ordinary Shares"), set forth under the caption "Description of Share Capital" beginning on page 13 of the Registrant's post-effective amendment No. 2 to Form F-3 on Form S-3 (Registration No. 333-183961) filed with the Commission on January 6, 2017 (the "Registrant's January 2017 Form S-3 Amendment"), including any amendments or reports filed for the purpose of updating such description.
- The description of the Registrant's American Depositary Shares set forth under the caption "Description of American Depositary Shares" beginning on page 27 of the Registrant's January 2017 Form S-3 Amendment, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the Ordinary Shares offered have been sold or which deregisters all of such Ordinary Shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

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.

Notwithstanding the above, information that is "furnished to" the Commission shall not be deemed "filed with" the Commission and shall not be deemed incorporated by reference into this Registration Statement.

**ITEM 4. Description of Securities.**

Not applicable.

**ITEM 5. Interests of Named Experts and Counsel.**

Not applicable.

**ITEM 6. Indemnification of Directors and Officers.**

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**ITEM 6. Indemnification of Directors and Officers.**

If a director or officer of an Irish company is found to have breached his or her fiduciary duties to that company, he or she may be held personally liable to the company in respect of that breach of duty. The Registrant's constitution contains indemnification and expense advancement provisions for persons who are not directors, the secretary or assistant secretaries of the Registrant. The Registrant's constitution also (i) confers a more limited indemnity on its directors, secretary and assistant secretaries for certain costs, and (ii) discharges the liability of a director, the secretary or assistant secretary where judgment is found in favor of such director, secretary or assistant secretary in any civil or criminal action in respect of such costs or liability, or where an Irish court grants relief because the director, secretary or assistant secretary acted honestly and reasonably and ought fairly to be excused. This limitation does not apply to executives who are not directors, the secretary or assistant secretaries of the Registrant. Any provision which seeks to indemnify a director, secretary or assistant secretary of an Irish company over and above this shall be void under Irish law, whether contained in its constitution or any contract between the director and the company.

Under Irish law, a company may not exempt its directors from liability for negligence or a breach of duty. However, where a breach of duty has been established, directors may be exempted by an Irish court from personal liability for negligence or breach of duty if, among other things, the court determines that they have acted honestly and reasonably, and that they may fairly be excused as a result.

Irish companies may take out directors' and officers' liability insurance, as well as other types of insurance, for their directors and officers. The Registrant has taken out directors' and officers' liability insurance, as well as other types of insurance, for its directors and officers.

**ITEM 7. Exemption from Registration Claimed.**

Not applicable.

**ITEM 8 Exhibits.**

Reference is made to the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

**ITEM 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act,

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## 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 Chesterfield, Missouri, on June 28, 2017.

### AVADEL PHARMACEUTICALS PLC

By: /s/ Michael S. Anderson

Michael S. Anderson  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Craig R. Stapleton, Francis J.T. Fildes, Benoit Van Assche, Christophe Navarre, and Peter Thornton constitutes and appoints Michael S. Anderson and Phillandas T. Thompson, and each of them, as his true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable Avadel Pharmaceuticals plc to comply with the Securities Act of 1933 (the "Securities Act") and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof in connection with the filing with the Commission of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, Registration Statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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 S. Anderson</u> Michael S. Anderson	Chief Executive Officer (Principal Executive Officer) and Director	June 28, 2017
<u>/s/ Michael F. Kanan</u> Michael F. Kanan	Chief Financial Officer (Principal Financial Officer)	June 28, 2017
<u>/s/ David P. Gusky</u> David P. Gusky	Corporate Controller (Principal Accounting Officer)	June 28, 2017
<u>Craig R. Stapleton</u>	Non-Executive Chairman of the Board and Director	
<u>/s/ Francis J.T. Fildes</u> Francis J.T. Fildes	Director	June 28, 2017
<u>/s/ Benoit Van Assche</u> Benoit Van Assche	Director	June 28, 2017
<u>Christophe Navarre</u>	Director	
<u>/s/ Peter Thornton</u> Peter Thornton	Director	June 28, 2017

## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
3.1	Constitution (containing the Memorandum and Articles of Association) of Avadel Pharmaceuticals plc <sup>(1)</sup>
<a href="#">5.1</a>	<a href="#">Opinion of Arthur Cox, Solicitors</a>
<a href="#">23.1</a>	<a href="#">Consent of PricewaterhouseCoopers Audit</a>
<a href="#">23.2</a>	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
23.3	Consent of Arthur Cox, Solicitors <sup>(2)</sup>
24.1	Power of Attorney (included on signature page)
99.1	2017 Omnibus Incentive Compensation Plan <sup>(3)</sup>
99.2	2017 Employee Share Purchase Plan <sup>(4)</sup>

(1) Incorporated by reference to Appendix 15 of Exhibit 2.1 to the Registrant's current report on Form 8-K, filed with the Commission on July 1, 2016.

(2) Included in Exhibit 5.1.

(3) Incorporated by reference to Annex A of the definitive Proxy Statement of the Registrant on Schedule 14A filed with the Commission on May 1, 2017.

(4) Incorporated by reference to Annex B of the definitive Proxy Statement of the Registrant on Schedule 14A filed with the Commission on May 1, 2017.

28 June 2017

To: Board of Directors  
Avadel Pharmaceuticals plc  
Block 10-1  
Blanchardstown Corporate Park  
Ballycoolin  
Dublin D15 WDH4

**Re: Avadel Pharmaceuticals plc (the "Company") Form S-8 Opinion**

Dear Sirs,

1. **Basis of Opinion**

- 1.1 We are acting as Irish counsel to Avadel Pharmaceuticals Public Limited Company, registered number 572535, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Block 10-1, Blanchardstown Corporate Park, Ballycoolin, Dublin 15 (the "**Company**"), in connection with the filing by the Company of a registration statement on Form S-8 (the "**Registration Statement**"), to be filed with the United States Securities and Exchange Commission (the "**SEC**") on the date hereof under the Securities Act of 1933, as amended (the "**Securities Act**"), with respect to ordinary shares, nominal value US\$0.01 each, of the Company (the "**Shares**"), that may be delivered pursuant to the incentive compensation and employee share purchase plans listed in Schedule 1 hereto (the "**Plans**").
- 1.2 This Opinion is confined to and given in all respects in accordance with the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof. We have assumed without investigation that insofar as the laws of any jurisdiction other than Ireland are relevant, such laws do not prohibit and are not inconsistent with any of the obligations or rights expressed in the Documents (as defined below) or the transactions contemplated thereby.
- 1.3 This Opinion is also strictly confined to:
- (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;
  - (b) the documents listed in Schedule 1 (the "**Plan Documents**"); and
  - (c) the legal searches listed at paragraph 1.8 below (the "**Searches**"),
- and is subject to the assumptions and qualifications set out below.
- 1.4 As Irish counsel to the Company in connection with the registration of the Shares, we have examined:
- (a) the Plan Documents;



- (b) the documents listed in Schedule 2 (the "**Supplementary Documents**", and together with the Plan Documents, the "**Documents**");
  - (c) the Searches; and
  - (d) such other documents and records as we have deemed necessary to enable us to render the opinions set forth below.
- 1.5 In giving this Opinion, we have examined and relied on copies of the Documents sent to us by email in pdf or other electronic format.
- 1.6 We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plans or the Shares other than the Plan Documents.
- 1.7 In giving this Opinion, we have relied upon the Corporate Certificate (as defined in Schedule 2 to this Opinion) and the Searches and we give this Opinion expressly on the terms that no further investigation or diligence in respect of any matter referred to in the Corporate Certificate or the Searches is required of us.
- 1.8 For the purpose of giving this Opinion, we have caused to be made the following legal searches against the Company on 28 June 2017:
- (a) on the file of the Company maintained by the Irish Registrar of Companies in Dublin for returns of allotments, special resolutions amending the memorandum and articles of association of the Company and notice of the appointment of directors and secretary of the Company and for the appointment of any receiver, examiner or liquidator;
  - (b) in the Judgments Office of the High Court for unsatisfied judgments, orders, decrees and the like for the twelve years immediately preceding the date of the search; and
  - (c) in the Central Office of the High Court in Dublin for any proceedings and petitions filed in respect of the Company.
- 1.9 This Opinion speaks only as of its date. We assume no obligation to update the Opinion at any time in the future or to advise you of any change in law or change in interpretation of law which may occur after the date of this Opinion.
- 1.10 References in this Opinion to the "**Companies Act**" means the Companies Act 2014, all enactments which are to be read as are with, or construed or read together as are with the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force.
- 1.11 No assumption or qualification in this Opinion limits any other assumption herein. Headings to paragraphs or sub-paragraphs of this Opinion are for convenience only.

## 2. **Opinion**

Subject to the assumptions set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 The Company is a public company limited by shares and is duly incorporated and validly existing under the laws of Ireland.
- 2.2 When the Shares have been issued (and, if required, paid for) pursuant to and in accordance with the terms and conditions referred to or summarised in the applicable resolutions and the Plans, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

## 3. **Assumptions**

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

### *Registration Statement and the Plans*

- 3.1 that when filed with the SEC, the Registration Statement will not differ in any material respect from the drafts that we have examined and that the Registration Statement will have become effective under the Securities Act;
  - 3.2 that any awards granted pursuant to the Plans will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares pursuant thereto of cash at least equal to the nominal value of such Shares and any premium required to be paid up on the Shares pursuant to their terms of issue and that where Shares are issued under the Plans without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by section 1027(1) of the Companies Act (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by sections 82(6) and 1043(1) of the Companies Act or issued for consideration as set out in section 1028(2) of the Companies Act);
  - 3.3 that the filing of the Registration Statement has been authorised by all necessary actions under all applicable laws other than Irish law;
  - 3.4 that the exercise of any options and rights granted under the Plans and the issue of the Shares upon exercise of such options and rights (and the issue of the Shares in connection with any other awards granted under the Plans) will be conducted in accordance with the terms and the procedures described in the Plans and the applicable award agreements;
  - 3.5 that the Company has sufficient authorised but unissued share capital to issue the required number of Shares to be delivered to the recipients of any awards granted under the Plans;
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- 3.6 that, at the time of issue of the Shares, the authorities of the Company and the directors of the Company to issue the Shares and, if required, on a non-preemptive basis for cash, as provided for in the Companies Act and the Constitution, are in full force and effect;
- 3.7 that the Company will continue to renew its authority to issue the Shares in accordance with the terms and conditions set out in the Constitution and Companies Act and that, where such authority has not been renewed, the Company will not issue the Shares after such authority has expired;
- 3.8 that, as at the time of the issuance of the Shares, such issuance shall not be in contravention or breach of any agreement, undertaking, arrangement, deed or covenant affecting the Company or to which the Company is a party or otherwise bound or subject;
- 3.9 that from the date of the board resolutions set out in Schedule 2, no other corporate or other action has been taken by the Company to amend, alter or repeal those resolutions;

*Authenticity and bona fides*

- 3.10 the truth, completeness, accuracy and authenticity of all Documents submitted to us as originals or copies of originals (and in the case of copies, conformity to the originals of such copies), the genuineness of all signatories, stamps and seals thereon and where incomplete Documents have been submitted to us that the originals of such Documents are identical to the last draft of the complete Documents submitted to us;
- 3.11 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
- 3.12 that there is, at the relevant time of the allotment and issue of the Shares, no matter affecting the authority of the directors to issue and allot the Shares, not disclosed by the Constitution or the resolutions produced to us, which would have any adverse implications in relation to the opinions expressed in this Opinion;
- 3.13 that the constitution adopted by resolution of the shareholders of the Company dated 20 December 2016 and effective on 31 December 2016 (the "**Constitution**") is the current Constitution, is up to date and has not been amended or superseded and that there are no other terms governing the Shares other than those set out in the Constitution;

*Accuracy of searches and warranties*

- 3.14 the accuracy and completeness of the information disclosed in the Searches is accurate as of the date of this Opinion and that such information has not since the time of such search or enquiry been altered. It should be noted that (a) the matters disclosed in the Searches may not present a complete summary of the actual position on the matters we have caused searches to be conducted for, (b) the position reflected by the Searches may not be fully up-to-date and (c) searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company or its assets and, accordingly, it is assumed that the Searches correctly reflect that (i) no receiver, liquidator or examiner or other similar officer has been appointed in relation to the Company or any of its assets or undertakings; (ii) no petition for the making of a winding-up order or the appointment of an examiner or any similar officer has been presented in relation to the Company; (iii) no insolvency proceedings have been opened or been requested to be opened in relation to the Company; and (iv) the Company is as at the date of this Opinion able to pay its debts as they fall due within the meaning of sections 509(3) and 570 of the Companies Act;

3.15 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Documents;  
and

*Commercial benefit*

3.16 that the Plan Documents have been entered into for bona fide commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interests and for their respective corporate benefit.

4. **Disclosure**

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement.

The opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof.

Yours faithfully,

/s/ Arthur Cox

ARTHUR COX

## **SCHEDULE 1**

### **The Plans**

1. 2017 Omnibus Incentive Compensation Plan
  2. 2017 Employee Share Purchase Plan
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## SCHEDULE 2

### The Supplementary Documents

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC;
2. A copy of the minutes of the board of directors of the Company dated 28 June 2017.
3. A copy of the resolutions of the shareholders of the Company dated 28 June 2017.
4. A copy of the Constitution adopted by resolution of the shareholders of the Company dated 20 December 2016 and effective on 31 December 2016.
5. A corporate certificate of Phillandas T. Thompson, secretary of the Company, dated 28 June 2017 (the "**Corporate Certificate**").
6. A copy of the certificate of incorporation of the Company dated 1 December 2015.
7. A copy of the certificate of incorporation on change of name of the Company dated 9 May 2016.
8. A copy of the certificate of incorporation on re-registration as a public limited company of the Company dated 21 November 2016.
9. The results of the Searches.
10. Letter of status from the Irish Companies Registration Office dated 28 June 2017.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 15, 2016, except for the effects of the revisions discussed in Note 1 to the consolidated financial statements, as to which the date is March 28, 2017, relating to the financial statements and financial statement schedule, which appears in the annual report on Form 10-K of Avadel Pharmaceuticals plc (formerly Flamel Technologies S.A.) for the year ended December 31, 2016.

Lyon, France,  
June 28, 2017

PricewaterhouseCoopers Audit

Represented by  
/s/ Frédéric Charcosset  
Frédéric Charcosset

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of our report dated March 28, 2017, relating to the 2016 consolidated financial statements and 2016 financial statement schedule of Avadel Pharmaceuticals plc (the "Company") and the effectiveness of the Company's internal control over financial reporting (which internal control report expresses an adverse opinion on the Company's internal control over financial reporting because of material weaknesses), appearing in the Annual Report on Form 10-K of Avadel Pharmaceuticals plc for the year ended December 31, 2016.

/s/ Deloitte and Touche LLP  
St. Louis, Missouri  
June 28, 2017