

**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.)

10 Earlsfort Terrace
Dublin 2, Ireland, D02 T380
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan
(Full Title of the Plan)

Greg Divis
Chief Executive Officer
Avadel Pharmaceuticals plc
16640 Chesterfield Grove Road
Suite 200
Chesterfield, MO 63005
(636) 449-1830

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

With copies to:

Robert E. Puopolo, Esq.
Marishka DeToy, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000

Christopher McLaughlin
Arthur Cox
10 Earlsfort Terrace
Dublin 2, Ireland
D02 T380
(+353) 1 920 1026

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 12b2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-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.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 6,500,000 ordinary shares, nominal value \$0.01 per share, to be issued under the Registrant's 2020 Omnibus Incentive Compensation Plan for which a Registration Statement on Form S-8 relating to the same employee benefit plans are effective.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on [Form S-8 filed by the Registrant on February 10, 2021](#) (File No. 333-252956) related to the Registrant's 2020 Omnibus Incentive Compensation Plan is incorporated by reference, except to the extent supplemented, amended or superseded by the information set forth herein.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 Statement are presented herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Number	Description
<u>4.1</u>	<u>Constitution (containing the Memorandum and Articles of Association) of Avadel Pharmaceuticals plc (incorporated by reference to Appendix 15 of Exhibit 2.1 to the registrant's current report on Form 8-K, filed on July 1, 2016).</u>
<u>5.1*</u>	<u>Opinion of Arthur Cox, Solicitors</u>
<u>23.1*</u>	<u>Consent of Arthur Cox, Solicitors (included in Exhibit 5.1)</u>
<u>23.2*</u>	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm</u>
<u>24.1</u>	<u>Power of Attorney (included on the signature page of this registration statement)</u>
<u>99.1</u>	<u>Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.19 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2020, filed on March 9, 2021)</u>
<u>99.2</u>	<u>Amendment to the Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the registrant's current report on Form 8-K, filed August 3, 2023)</u>
<u>107*</u>	<u>Filing Fee Table.</u>

* Filed herewith.

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, State of Missouri, on this 17th day of May, 2024.

AVADEL PHARMACEUTICALS PLC

By: /s/ Gregory J. Divis
Gregory J. Divis
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Avadel Pharmaceuticals plc, hereby severally constitute and appoint Gregory J. Divis and Thomas S. McHugh, 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 Avadel Pharmaceuticals plc to comply with the provisions of the Securities Act of 1933, 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 Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gregory J. Divis</u> Gregory J. Divis	Director, Chief Executive Officer and Principal Executive Officer	May 17, 2024
<u>/s/ Thomas S. McHugh</u> Thomas S. McHugh	Chief Financial Officer and Principal Financial and Accounting Officer	May 17, 2024
<u>/s/ Geoffrey M. Glass</u> Geoffrey M. Glass	Non-Executive Chairman and Director	May 17, 2024
<u>/s/ Eric J. Ende</u> Eric J. Ende, MD	Director	May 17, 2024
<u>/s/ Mark A. McCamish</u> Mark A. McCamish, MD, PhD	Director	May 17, 2024
<u>/s/ Linda S. Palczuk</u> Linda S. Palczuk	Director	May 17, 2024
<u>/s/ Peter Thornton</u> Peter Thornton	Director	May 17, 2024

17 May 2024

Board of Directors
Avadel Pharmaceuticals plc
10 Earlsfort Terrace
Dublin 2
Ireland

Re: Avadel Pharmaceuticals plc - registration statement on Form S-8 Opinion

Dear Sirs,

1. **Basis of Opinion**

- 1.1 We are acting as Irish counsel to Avadel Pharmaceuticals plc, registered number 572535, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at 10 Earlsfort Terrace, Dublin 2 (the “**Company**”), in connection with the registration statement on Form S-8 to be filed with the United States Securities and Exchange Commission (the “**SEC**”) on the date hereof (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to up to 6,500,000 ordinary shares with nominal value US\$0.01 per share of the Company (the “**Shares**”) that may be delivered pursuant to the Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan (the “**Plan**”).
- 1.2 This Opinion is confined to and given in all respects on the basis of 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. In particular, we express no opinion on the laws of the European Union as they affect any jurisdiction other than Ireland. 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 Plan Documents (as set out in the Schedule) 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 Plan Documents (as set out in the Schedule); and
 - (c) the Searches (as defined at 1.7 below),
- and is subject to the assumptions and qualifications set out below.

- 1.4 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 Plan or the Shares other than the Plan Documents.
- 1.5 In giving this Opinion, we have relied upon the Corporate Certificate (as defined in the Schedule 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.
- 1.6 For the purpose of giving this Opinion, we have examined and relied on copies sent to us by email in pdf or other electronic format of the Plan Documents.
- 1.7 For the purpose of giving this Opinion, we have caused to be made legal searches against the Company on 17 May 2024 (together the “**Searches**”):
- (a) on the file of the Company maintained by the Registrar of Companies in the Irish Companies Registration Office for mortgages, debentures or similar charges or notices thereof, and for the appointment of any examiner, receiver or liquidator;
 - (b) in the Judgments Office of the High Court for unsatisfied judgments, orders, decrees and the like for the five years immediately preceding the date of the search;
 - (c) in the Central Office of the High Court for any petitions filed in respect of the Company;
 - (d) in the Central Office of the High Court for any proceedings filed by or against the Company in the two years preceding the date of the search; and
 - (e) on the register of persons disqualified or restricted from acting as directors of companies incorporated in Ireland which is maintained by the Registrar of Companies in the CRO against the names of the current directors and secretary of the Company as identified in the search results referred to in paragraph (a) above.
- 1.8 This 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. This Opinion speaks only as of its date. We assume no obligation to update this 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.

2. **Opinion**

Subject to the assumptions and qualifications 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 are allotted and issued (and, if required, paid for in cash) pursuant to and in accordance with the terms and conditions referred to or summarised in the applicable resolutions and the Plan, 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 allotment and 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:

The Registration Statement and the Plan

- 3.1 that when filed with the SEC, the Registration Statement will not differ in any material respect from the latest draft that we have examined;
- 3.2 that any awards granted pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the allotment and 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 allotment and issue and that where Shares are allotted and issued under the Plan 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 2014 (as amended) (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 allotted and issued for consideration as set out in section 1028(2) of the Companies Act);
- 3.3 that the filing of the Registration Statement with the SEC has been authorised by all necessary actions under all applicable laws (other than Irish law), including applicable U.S. federal and state securities laws;
- 3.4 that the exercise of any options and rights granted under the Plan and the allotment and issue of the Shares upon exercise of such options and rights (and the allotment and issue of the Shares in connection with any other awards granted under the Plan) will be conducted in accordance with the terms and the procedures described in the Plan and the applicable award agreement;
- 3.5 that at the time of the allotment and issuance of the Shares, such allotment and 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;
- 3.6 that the Company has sufficient authorised but unissued share capital to allot and issue the required number of Shares to be delivered to the recipients of any awards granted under the Plan;
- 3.7 that, at the time of the allotment and issuance of the Shares, the authority of the Company and the directors of the Company to allot and issue the Shares, as provided for in the Companies Act and the Constitution, is in full force and effect and that the statutory pre-emption rights have been disapplied in respect of any allotment and issuance of the Shares;

- 3.8 that the Company will continue to renew its authority to allot and 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 allot or issue the Shares after such authority has expired;
- 3.9 that from the date of the board resolutions set out in Schedule, 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 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 copy documents and the genuineness of all signatories, stamps and seals thereon;
- 3.11 where incomplete Plan Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Plan Documents correspond in all respects with the last draft of the complete Plan Documents submitted to us;
- 3.12 that the Plan Documents will be executed in a form and content having no material difference to the drafts provided to us, will be delivered by the parties thereto, and that the terms thereof will be observed and performed by the parties thereto;
- 3.13 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 and that such resolutions have not been amended or rescinded and are in full force and effect;
- 3.14 that the Constitution adopted by resolution of the shareholders of the Company dated 20 December 2016 and effective on 31 December 2016 is the current constitution 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;
- 3.15 that there is, at the relevant time of the allotment and issue of the Shares, no matter affecting the authority of the Directors to allot and issue 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;

Accuracy of searches and warranties

- 3.16 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;
- 3.17 and, accordingly, it is assumed that the Searches correctly reflect that:
- (a) the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Plan Documents; and
 - (b) there has been no alteration in the status or condition of the Company as disclosed by the Searches.

Commercial Benefit

- 3.18 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.

Solvency and Insolvency

3.19 that:

- (a) the Company is at the date of this Opinion able to pay its debts within the meaning of Sections 509(3) and 570 of the Companies Act or any analogous provisions under any applicable laws; and
- (b) the Company will not as a consequence of doing any act or thing which the Plan Documents contemplate, permit or require any relevant party to do, be unable to pay its debts within the meaning of such Sections or any analogous provisions under any applicable laws.

3.20 that:

- (a) no liquidator, receiver or examiner or other similar or analogous officer has been appointed in relation to the Company any of the assets or undertakings; and
- (b) no petition for the making of a winding-up order or the appointment of an examiner or any similar officer or any similar or analogous procedure in any jurisdiction has been presented in relation to the Company.

Restrictions and Disqualifications

3.21 that no person who has been appointed or acts in any way, whether directly or indirectly, as a director or secretary of, or who has been concerned in or taken part in the promotion of, the Company has:

- (a) been the subject of any declaration, order or deemed order for disqualification or restriction under the Companies Act (including Part 14, Chapters 3 and 4 thereof) or any analogous legislation; or
- (b) received any notice under the Companies Act (including Part 14, Chapter 5 thereof) or any analogous legislation regarding a disqualification or restriction undertaking.

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 to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of persons whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Arthur Cox LLP

ARTHUR COX LLP

SCHEDULE

The Plan Documents

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC on or about the date of this Opinion;
 2. A copy of the Plan;
 3. A copy of the resolutions of the board of directors of the Company approving, among other things, (i) the Plan and the grant of awards thereunder; (ii) the reservation of the Shares; and (iii) the authority for the preparation, execution and filing of the Registration Statement in respect of the Shares under the Plan, dated 17 April 2023;
 4. A corporate certificate of Jerad G. Seurer, secretary of the Company, dated 17 May 2024 (the “**Corporate Certificate**”) certifying, among other things, (i) the renewal of the share allotment authorities and disapplication of the statutory pre-emption rights at the annual general meeting of the shareholders of the Company held 3 August 2021; (ii) the adoption of the Constitution (as defined below) by a resolution of the shareholders of the Company dated 20 December 2016; and (iii) the approval by the board of directors for the authority given to the Compensation Committee in respect of the allotment and issuance of shares under the Plan at the meeting of the board on 7 March 2022;
 5. A copy of the constitution adopted by resolution of the shareholders of the Company dated 20 December 2016 and effective on 31 December 2016 (the “**Constitution**”);
 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; and
 9. Letter of Status from the Irish Companies Registration Office dated 17 May 2024.
-

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 29, 2024, relating to the financial statements of Avadel Pharmaceuticals plc and the effectiveness of Avadel Pharmaceutical plc's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Avadel Pharmaceuticals plc for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

St. Louis, Missouri

May 17, 2024

Calculation of Filing Fee Table

Form S-8

(Form Type)

Avadel Pharmaceuticals Plc

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	2020 Omnibus Incentive Compensation Plan Ordinary Shares, \$0.01 nominal value	Other (2)	6,500,000(3)	\$ 15.955(2)	\$ 103,707,500	\$ 0.0001476	\$ 15,307.23
Total Offering Amounts					\$ 103,707,500		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$ 15,307.23

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued under the 2020 Omnibus Incentive Compensation Plan (the “2020 Plan”) to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act and based upon the average of the high and low sale prices of the Registrant’s Ordinary Shares as reported on the Nasdaq Global Select Market on May 15, 2024.

(3) Consists of an additional 6,500,000 Ordinary Shares, \$0.01 nominal value each, of Avadel Pharmaceuticals plc (the “Registrant”) issuable under the 2020 Plan, pursuant to the terms of the 2020 Plan. Shares available for issuance under the 2020 Plan were previously registered on the registration statement on Form S-8 filed with the Securities and Exchange Commission on February 10, 2021 (File No. 333-252956).