

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

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

NEOS THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

27-0395455
 (I.R.S. Employer
 Identification Number)

2940 N. Highway 360
 Grand Prairie, TX 75050
 (972) 408-1300
 (Address of Registrant's Principal Executive Offices)

NEOS THERAPEUTICS, INC. 2015 STOCK OPTION AND INCENTIVE PLAN
 (Full title of the plan)

Gerald McLaughlin
President and Chief Executive Officer
 Neos Therapeutics, Inc.
 2940 N. Highway 360
 Grand Prairie, TX 75050
 (972) 408-1300
 (Name, address and telephone number of agent for service)

Copies to:

Mitchell S. Bloom, Esq.
Joseph C. Theis, Jr., Esq.
 Goodwin Procter LLP
 100 Northern Avenue
 Boston, Massachusetts 02210
 (617) 570-1000

John M. Limongelli, Esq.
 SVP, General Counsel & Corporate Secretary
 Neos Therapeutics, Inc.
 1787 Sentry Parkway West
 Veva 16, Suite 130
 Blue Bell, PA 19422
 (610) 557-0850

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" 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 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	2,486,633 shares(3)	\$ 1.32	\$ 3,282,355.56	\$ 426.05

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of common stock which become issuable under the Registrant's 2015 Stock Option and Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant's common stock, as quoted on the Nasdaq Global Market, on March 9, 2020.
- (3) Represents an automatic increase of 2,486,633 shares of Common Stock to the number of shares available for issuance under the Plan, effective January 1, 2020. Shares available for issuance under the Plan were previously registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on March 18, 2019 (Registration No. 333-230356), March 16, 2018 (Registration No. 333-223696), March 15, 2017 (Registration No. 333-216698), March 18, 2016 (Registration No. 333-210267) and July 29, 2015 (Registration No. 333-205937).

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 2,486,633 additional shares of Common Stock under the Registrant's 2015 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2016, by an amount equal to five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2020, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 2,486,633. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-205937) on July 29, 2015, is effective.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on [March 18, 2019](#) (Registration No. 333-230356), [March 16, 2018](#) (Registration No. 333-223696), [March 15, 2017](#) (Registration No. 333-216698), [March 18, 2016](#) (Registration No. 333-210267) and [July 29, 2015](#) (Registration No. 333-205937) are incorporated by reference herein pursuant to General Instruction E.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Fourth Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37508), filed previously with the Commission on September 4, 2015)
4.2	Amended and Restated Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-37508), filed previously with the Commission on September 4, 2015)
4.3	Form of common stock certificate of the Registrant (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015)
4.4	2009 Equity Plan and forms of restricted stock agreement and option agreements thereunder (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on June 19, 2015)
4.5	2015 Stock Option and Incentive Plan and forms of option agreements thereunder (incorporated herein by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-205106), filed previously with the Commission on July 13, 2015)
5.1*	Opinion of Goodwin Procter LLP
23.1*	Consent of RSM US LLP, independent registered public accounting firm
23.2	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (see page II-1 of this Registration Statement on Form S-8)

* Filed herewith.

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 city of Grand Prairie, State of Texas, on March 13, 2020.

Neos Therapeutics, Inc.

By: /s/ Gerald McLaughlin
Gerald McLaughlin
Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gerald McLaughlin and Richard Eisenstadt, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them, for him and in his name, place and stead, in any and all capacities, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 of Neos Therapeutics, Inc., and any or all amendments (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerald McLaughlin</u> Gerald McLaughlin	Chief Executive Officer and Director (Principal Executive Officer)	March 13, 2020
<u>/s/ Richard Eisenstadt</u> Richard Eisenstadt	Chief Financial Officer (Principal Accounting and Financial Officer)	March 13, 2020
<u>/s/ Alan Heller</u> Alan Heller	Chairman of the Board of Director	March 13, 2020
<u>/s/ Beth Hecht</u> Beth Hecht	Director	March 13, 2020
<u>/s/ Bryant Fong</u> Bryant Fong	Director	March 13, 2020
<u>/s/ Greg Robitaille</u> Greg Robitaille	Director	March 13, 2020
<u>/s/ John Schmid</u> John Schmid	Director	March 13, 2020
<u>/s/ Linda M. Szyper</u> Linda M. Szyper	Director	March 13, 2020
<u>/s/ James Robinson</u> James Robinson	Director	March 13, 2020

March 13, 2020

Neos Therapeutics, Inc.
2940 N. Highway 360
Grand Prairie, TX 75050

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 2,486,633 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Neos Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2015 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/S/ GOODWIN PROCTER LLP

GOODWIN PROCTER LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Neos Therapeutics, Inc. of our report dated March 13, 2020, relating to the consolidated financial statements and the financial statement schedule of Neos Therapeutics, Inc. and Subsidiaries, appearing in the Annual Report on Form 10-K of Neos Therapeutics, Inc. for the year ended December 31, 2019.

/s/ RSM US LLP
Dallas, Texas
March 13, 2020
