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

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

OCUPHIRE PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

11-3516358

(I.R.S. Employer Identification Number.)

**37000 Grand River Avenue, Suite 120
Farmington Hills, MI**

(Address of principal executive offices)

48335

(Zip code)

Ocuphire Pharma, Inc. 2020 Equity Incentive Plan

(Full title of the plan)

Mina Sooch

President and Chief Executive Officer

Ocuphire Pharma, Inc.

37000 Grand River Avenue, Suite 120

Farmington Hills, MI 48335

(248) 681-9815

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

Copy to:

Phillip D. Torrence, Esq.

Emily J. Johns, Esq.

Honigman LLP

650 Trade Centre Way, Suite 200

Kalamazoo, Michigan 49002-0402

(269) 337-7700

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

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.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Ocuphire Pharma, Inc. (the “*Company*” or “*Registrant*” for the purpose of registering an additional 1,043,066 shares of Common Stock issuable pursuant to the Ocuphire Pharma, Inc. 2020 Equity Incentive Plan (the “*Equity Incentive Plan*”).

Pursuant to General Instruction E to Form S-8, this Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Company on Form S-8 relating to the Equity Incentive Plan is effective, and the Company’s Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission (the “*Commission*”) on November 9, 2020 (File No. 333-249978), March 31, 2021 (File No. 333-254923), and April 5, 2022 (File No. 333-264139) registering shares of Common Stock issuable under the Equity Incentive Plan are incorporated by reference in this Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant’s Annual Report on Form 10-K filed on [March 30, 2023](#);
- (b) the Registrant’s Current Report on Form 8-K filed on [January 25, 2023](#);
- (c) the description of the Company’s Common Stock contained in the Company’s Form 8-A (File No. 001-34079), as filed with the Commission pursuant to Sections 12(b) and 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on [May 23, 2008](#).

In addition, all documents the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities covered hereby then remaining unsold are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents. Notwithstanding anything herein, the Registrant is not incorporating by reference any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K, unless, and to the extent, specified in any such Current Report on Form 8-K.

Any statement herein or contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any subsequently filed document, which also is or is deemed to be incorporated by reference herein, modifies or supersedes such prior statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

INDEX TO EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Appendix G to the Company's Definitive Proxy Statement on Schedule 14A filed on April 29, 2005)
4.2	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on May 5, 2017)
4.3	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on August 30, 2018)
4.4	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on April 12, 2019).
4.5	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on November 6, 2020)
4.6	Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed on November 6, 2020)
4.7	Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K, filed on November 6, 2020)
4.8	First Amendment to Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on June 10, 2022)
4.9	Second Amendment to Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on June 17, 2022)
4.10	Ocuphire Pharma, Inc. 2020 Equity Incentive Plan (incorporated by reference to Annex D to the Company's Registration Statement on Form S-4, filed on September 30, 2020)
5.1	Opinion of Honigman LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Honigman LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included after the signature of the Registrant contained on Signature Page of this Registration Statement)
107	Filing Fee Table

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 Farmington Hills, State of Michigan, on April 5, 2023.

OCUPHIRE PHARMA, INC.

By: /s/ Mina Sooch

Name: Mina Sooch

Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mina Sooch, Bernhard Hoffmann and Amy Rabourn as his or her true and lawful attorneys-in-fact and agents with full power of substitution, severally, for him in any and all capacities, to sign the Registration Statement on Form S-8 of Ocuphire Pharma, Inc., and any or all amendments (including post-effective amendments thereto), 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for 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 his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Mina Sooch</u> Mina Sooch	President, Chief Executive Officer & Director (Principal Executive Officer)	April 5, 2023
<u>/s/ Amy Rabourn</u> Amy Rabourn	Senior Vice President of Finance (Principal Financial and Accounting Officer)	April 5, 2023
<u>/s/ Sean Ainsworth</u> Sean Ainsworth	Director	April 5, 2023
<u>/s/ James S. Manuso</u> James S. Manuso	Director	April 5, 2023
<u>/s/ Cam Gallagher</u> Cam Gallagher	Director	April 5, 2023
<u>/s/ Jay Pepose</u> Jay Pepose	Director	April 5, 2023

/s/ Richard Rodgers

Richard Rodgers

Director

April 5, 2023

/s/ Susan K. Benton

Susan K. Benton

Director

April 5, 2023

April 5, 2023

Ocuphire Pharma, Inc.
37000 Grand River Avenue, Suite 120
Farmington Hills, Michigan 48335

Re: *Registration Statement on Form S-8*

Ladies and Gentlemen:

We have acted as counsel to Ocuphire Pharma, Inc., a Delaware corporation (the "Company"), in connection with preparing and filing with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act") of a Registration Statement on Form S-8 (the "Registration Statement"). The Registration Statement relates to the registration under the Securities Act of a maximum of 1,043,066 shares (the "2020 Plan Shares") of the Company's common stock, par value \$0.0001 per share, reserved for issuance under the Company's 2020 Equity Incentive Plan (the "2020 Plan").

In connection with this opinion letter, we have examined and relied upon originals or copies of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below.

In rendering the opinions in this opinion letter, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

Our opinions herein are expressed solely with respect to the General Corporation Law of the State of Delaware, as amended. Our opinions are based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof. It is understood that this opinion letter is to be used only in connection with the offer and sale of the 2020 Plan Shares while the Registration Statement is in effect and only speaks as of the date of this opinion letter.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the 2020 Plan Shares are duly authorized and, when issued and sold by the Company in accordance with the 2020 Plan, the awards thereunder, the Registration Statement and the related prospectus, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Honigman LLP

HONIGMAN LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2020 Equity Incentive Plan of Ocuphire Pharma, Inc. of our report dated March 30, 2023, with respect to the consolidated financial statements of Ocuphire Pharma, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
April 5, 2023

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Calculation of Filing Fee Table

FORM S-8
(Form Type)Ocuphire Pharma, Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Fees to be Paid	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering price Per Unit	Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee
	Equity	Common Stock, par value \$0.0001 per share, to be issued under the Ocuphire Pharma, Inc. 2020 Equity Incentive Plan	Other (2)	1,043,066(3)	\$ 3.79(2)		\$ 0.00011020	
Total Offering Amounts						\$ 3,953,220.14		\$ 435.64
Total Fees Previously Paid								\$ 0.00
Total Fee Offsets								\$ 0.00
Net Fee Due								\$ 435.64

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended, (the "Securities Act"), this Registration Statement shall also cover any additional shares of Ocuphire Pharma, Inc. (the "Registrant") common stock that become issuable under the Registrant's 2020 Equity Incentive Plan (the "2020 Plan") set forth herein by reason of any stock dividend, stock split, reclassification, recapitalization, spin-off or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's common stock, as applicable.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act. The offering price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Capital Market on March 31, 2023.
- (3) Represents 1,043,066 additional shares of Common Stock available for issuance as a result of the annual evergreen increase on January 1, 2023 under the 2020 Plan.