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

**FORM S-8
Registration Statement
Under
The Securities Act of 1933**

HARMONY BIOSCIENCES HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

<p style="text-align: center;">Delaware (State or other jurisdiction of incorporation or organization)</p> <p>630 W. Germantown Pike, Suite 215, Plymouth Meeting, PA (Address of Principal Executive Offices)</p>	<p>82-2279923 (I.R.S. Employer Identification No.)</p> <p>19462 (Zip Code)</p>
<p>(484) 539-9800 (Registrant's telephone number, including area code)</p>	

**2020 Incentive Award Plan
2020 Employee stock Purchase Plan**
(Full title of the plan)

Jeffrey M. Dayno
President and Chief Executive Officer
630 W. Germantown Pike, Suite 215
Plymouth Meeting, Pennsylvania 19462
(484) 539-9800
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Christopher D. Lueking, Esq.
Jonathan E. Sarna, Esq.
Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, Illinois 60611
Telephone (312) 876-7700

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input 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 provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by Harmony Biosciences Holdings, Inc. (the “Registrant”) for the purpose of registering (i) 2,384,629 additional shares of the Registrant’s common stock, par value \$0.00001 per share (the “Common Stock”) under the Registrant’s 2020 Incentive Award Plan (the “2020 Incentive Award Plan”) and (ii) 596,157 additional shares of Common Stock under the Registrant’s 2020 Employee Stock Purchase Plan (the “2020 ESPP” and, together with the 2020 Incentive Award Plan, the “Plans”), pursuant to the respective Evergreen Provision (as defined below) contained in each of the Plans.

The number of shares of Common Stock available for grant and issuance under the Plans is subject to an automatic annual increase each year based on a percentage of the total number of shares of Common Stock outstanding on the last day of the preceding fiscal year (each provision, an “Evergreen Provision”). In the case of the 2020 Incentive Award Plan, the Evergreen Provision provides for an annual increase of the number of shares of Common Stock issuable under the 2020 Incentive Award Plan on the first day of each calendar year beginning January 1, 2021 and ending on and including January 1, 2030, equal to the lesser of (i) 4% of the aggregate number of shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (ii) such smaller number of shares of Common Stock as is determined by the board of directors of the Registrant. In the case of the 2020 ESPP, the Evergreen Provision provides for an annual increase of the number of shares of Common Stock issuable under the 2020 ESPP on the first day of each calendar year beginning on January 1, 2021 and ending on and including January 1, 2030, equal to the lesser of (a) 1% of the shares of Common Stock outstanding on the final day of the immediately preceding calendar year and (b) such smaller number of shares of Common Stock as determined by the board of directors of the Registrant.

Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 of the Registrant filed with the Securities and Exchange Commission (the “Commission” or “SEC”) on August 21, 2020 (Registration No. 333-248243) and February 28, 2022 (Registration No. 333-263077), including any amendments thereto or filings incorporated therein, are incorporated herein by reference to the extent not replaced hereby.

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

References in this Registration Statement to “we,” “us,” “our,” the “Registrant” and the “Company,” or similar references, refer to Harmony Biosciences Holdings, Inc., unless otherwise stated or the context otherwise requires.

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the United States Securities and Exchange Commission (the “Commission”) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

(a) the Company’s Annual Report on Form 10-K for the year ended [December 31, 2022](#), filed with the Commission on February 21, 2023;

(b) The Company’s Quarterly Report on Form 10-Q for the quarter ended [March 31, 2023](#), filed with the Commission on May 2, 2023.

(c) The Company's Current Reports on Form 8-K (and amendments thereto) filed on [January 6, 2023](#), [January 23, 2023](#), [March 10, 2023](#), [March 29, 2023](#) and [April 23, 2023](#); and

(d) the description of the Company's securities included as [Exhibit 4.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2020, filed on March 25, 2021](#), together with any amendment or report thereto filed with the Commission for the purpose of updating such description.

All reports and other documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports.

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

Section 145 of the General Corporation Law of the State of Delaware ("DGCL") provides that a corporation has the power to indemnify a director, officer, employee, or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Registrant's amended and restated certificate of incorporation permits indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Registrant's amended and restated bylaws provide that the Registrant will indemnify its directors and officers and permit the Registrant to indemnify its employees and other agents, in each case to the maximum extent permitted by the DGCL. Any amendment to, or repeal of, these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the DGCL is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of the Registrant's directors will be further limited to the greatest extent permitted by the DGCL.

The Registrant has entered into indemnification agreements with its directors and officers, whereby it has agreed to indemnify its directors and officers to the fullest extent permitted by law, including indemnification against expenses and liabilities incurred in legal proceedings to which the director or officer was, or is threatened to be made, a party by reason of the fact that such director or officer is or was a director, officer, employee or agent of the Registrant, provided that such director or officer acted in good faith and in a manner that the director or officer reasonably believed to be in, or

not opposed to, the best interest of the Registrant. At present, there is no pending litigation or proceeding involving a director or officer of the Registrant regarding which indemnification is sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his capacity as such.

Reference is also made to the Underwriting Agreement filed with the Form S-1 for the Registrant's initial public offering, which provides for the indemnification of officers, directors, and controlling persons of the Registrant against certain liabilities.

See also the Undertakings set forth in the response to Item 9 herein.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

Exhibit Number	Description	Incorporated by Reference		Filing Date
		Schedule Form	Exhibit	
4.1	Amended and Restated Certificate of Incorporation of the Registrant.	8-K	3.1	August 21, 2020
4.2	Amended and Restated Bylaws of the Registrant.	8-K	3.2	August 21, 2020
4.3	Form of common stock certificate of the Registrant.	S-1	4.1	August 6, 2020
5.1*	Opinion of Latham & Watkins LLP.			
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.			
23.2*	Consent of Latham & Watkins LLP (included in Exhibit 5.1).			
24.1*	Power of Attorney (included on the signature page of this Form S-8).			
99.1	Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan.	S-8	10.2	August 21, 2020
99.2	Harmony Biosciences Holdings, Inc. 2020 Employee Stock Purchase Plan.	S-1/A	10.7	August 11, 2020
99.3	First Amendment to the Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan, dated March 24, 2022.	10-K	10.3	February 21, 2023
107*	Filing Fee Table			

* Filed herewith.

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 this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(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 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(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 (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement; and

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(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 of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in 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 of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

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 Plymouth Meeting, State of Pennsylvania, on the 2nd day of May, 2023.

HARMONY BIOSCIENCES HOLDINGS, INC.

By: /s/ Jeffrey M. Dayno

Name: Jeffrey M. Dayno

Title: President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jeffrey M. Dayno and Sandip Kapadia, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments or any abbreviated registration statement and any amendments thereto filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, increasing the number of securities for which registration is sought), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact, proxy, and agent 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 or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his or her substitute, 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 dates indicated:

Signature	Title	Date
<u>/s/ Jeffrey M. Dayno</u> Jeffrey M. Dayno	President, Chief Executive Officer and Director (Principal Executive Officer)	May 2, 2023
<u>/s/ Sandip Kapadia</u> Sandip Kapadia	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 2, 2023
<u>/s/ Jeffrey S. Aronin</u> Jeffrey S. Aronin	Chairman of the Board	May 2, 2023
<u>/s/ Antonio Gracias</u> Antonio Gracias	Director	May 2, 2023
<u>/s/ R. Mark Graf</u> R. Mark Graf	Director	May 2, 2023
<u>/s/ Jack Bech Nielson</u> Jack Bech Nielsen	Director	May 2, 2023
<u>/s/ Juan A. Sabater</u> Juan A. Sabater	Director	May 2, 2023
<u>/s/ Gary Sender</u> Gary Sender	Director	May 2, 2023
<u>/s/ Linda Szyper</u> Linda Szyper	Director	May 2, 2023
<u>/s/ Andreas Wicki</u> Andreas Wicki	Director	May 2, 2023

May 2, 2023

330 North Wabash Avenue

Suite 2800

Chicago, Illinois 60611

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www.lw.com

Harmony Biosciences Holdings, Inc.
630 W. Germantown Pike, Suite 215
Plymouth Meeting, Pennsylvania 19462

Re: Registration Statement on Form S-8; 2,980,786 shares of
Common Stock, par value \$0.00001 per share

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

To the addressees set forth above:

We have acted as special counsel to Harmony Biosciences Holdings, Inc, a Delaware corporation (the “**Company**”), in connection with the registration by the Company of an aggregate of 2,980,786 shares of the Company’s common stock, \$0.00001 par value per share (“**Common Stock**”), consisting of 2,384,629 shares of Common stock (the “**2020 Plan Shares**”) issuable pursuant to the Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan (the “**2020 Incentive Award Plan**”) and 596,157 shares of Common Stock (the “**ESPP Shares**” and together with the 2020 Plan Shares, the “**Shares**”) issuable pursuant to the Harmony Biosciences Holdings, Inc. 2020 Employee Stock Purchase Plan (the “**2020 ESPP**” and, together with the 2020 Incentive Award Plan, the “**Plans**”). The Shares are included on a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “**Act**”), filed with the Securities and Exchange Commission (the “**Commission**”) on May 2, 2023 (the “**Registration Statement**”). This opinion is being furnished in connection with the requirements of Item 601(b) (5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to General Corporation Law of the State of Delaware (the “**DGCL**”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by and pursuant to the Plans, and assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and

the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issuance and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins

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 February 21, 2023, relating to the financial statements of Harmony Biosciences Holdings, Inc. and the effectiveness of Harmony Biosciences Holdings, Inc.'s internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Chicago, Illinois

May 2, 2023

Calculation of Filing Fee Table

Form S-8 (Form Type)

Harmony Biosciences Holdings, Inc.
(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	Proposed Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.00001 par value per share	Rule 457(c) and 457(h)	2,384,629 ⁽²⁾	\$32.10 ⁽⁴⁾	\$76,546,590.90	0.00011020	\$8,435.43
Equity	Common Stock, \$0.00001 par value per share	Rule 457(c) and 457(h)	596,157 ⁽³⁾	\$32.10 ⁽⁴⁾	\$19,136,639.70	0.0001102	\$2,108.86
	Total Offering Amounts				\$95,683,230.60	0.0001102	\$10,544.29
	Total Fee Offsets						\$0.00
	New Fee Due						\$10,544.29

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (this "Registration Statement") shall also cover any additional shares of common stock of Harmony Biosciences Holdings, Inc. (the "Company"), par value \$0.00001 per share ("Common Stock") that become issuable under the Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan (the "2020 Incentive Award Plan") and the 2020 Employee Stock Purchase Plan (the "2020 Employee Stock Purchase Plan"), which become issuable by reason of any future stock dividend, stock split, recapitalization or other similar transaction or to cover such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments, effected without the receipt of consideration by the Company, which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Represents the additional shares of Common Stock reserved for future issuance under the 2020 Incentive Award Plan resulting from an automatic annual increase on January 1, 2023.
- (3) Represents the additional shares of Common Stock reserved for future issuance under the 2020 Employee Stock Purchase Plan resulting from an automatic annual increase on January 1, 2023.
- (4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering prices (a) for shares of Common Stock reserved for future issuance under the 2020 Incentive Award Plan and (b) for of Common Stock reserved for future issuance under the 2020 Employee Stock Purchase Plan are based on the average of the high and low prices of Common Stock on the Nasdaq Global Market on April 25, 2023, which date is within five business days prior to the filing of this Registration Statement.