
**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 style="text-align: center;">82-2279923 (I.R.S. Employer Identification No.)</p> <p style="text-align: center;">19462 (Zip Code)</p>
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(484) 539-9800
(Registrant's telephone number, including area code)

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

Jeffrey M. Dayno
President, Chief Executive Officer and Director
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) 2,285,795 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) 571,449 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”).

In accordance with General Instruction E of Form S-8, the contents of the prior Registration Statements on Form S-8 (Registration Nos. 333-248243, 333-263077, 333-271570 and 333-277269) (the “Prior Registration Statements”) previously filed with the Securities and Exchange Commission (the “Commission”) are incorporated by reference to the extent not modified or superseded by the Prior Registration Statements, by the information included herein or by any subsequently filed document that is incorporated by reference in this Registration Statement or the Prior Registration Statements.

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.

Not required to be filed with this Registration Statement.

Item 4. Description of Securities.

Not required to be filed with this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not required to be filed with this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Not required to be filed with this Registration Statement.

Item 7. Exemption from Registration Claimed.

Not required to be filed with this Registration Statement.

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	Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan.	S-8	10.2	August 21, 2020
4.2	Harmony Biosciences Holdings, Inc. 2020 Employee Stock Purchase Plan.	S-1/A	10.7	August 11, 2020
4.3	First Amendment to the Harmony Biosciences Holdings, Inc. 2020 Incentive Award Plan, dated March 24, 2022.	10-K	10.3	February 21, 2023
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).			
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 25th day of February, 2025.

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)	February 25, 2025
<u>/s/ Sandip Kapadia</u> Sandip Kapadia	Chief Financial Officer and Chief Administrative Officer (Principal Financial Officer and Principal Accounting Officer)	February 25, 2025
<u>/s/ Jeffrey S. Aronin</u> Jeffrey S. Aronin	Chairman of the Board	February 25, 2025
<u>/s/ Peter Anastasiou</u> Peter Anastasiou	Director	February 25, 2025
<u>/s/ Antonio Gracias</u> Antonio Gracias	Director	February 25, 2025
<u>/s/ R. Mark Graf</u> R. Mark Graf	Director	February 25, 2025
<u>/s/ Juan A. Sabater</u> Juan A. Sabater	Director	February 25, 2025
<u>/s/ Gary Sender</u> Gary Sender	Director	February 25, 2025
<u>/s/ Linda Szyper</u> Linda Szyper	Director	February 25, 2025
<u>/s/ Andreas Wicki</u> Andreas Wicki	Director	February 25, 2025

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 Chicago, Illinois 60611
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LATHAM & WATKINS LLP

February 25, 2025

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	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.

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

Re: Registration Statement on Form S-8; 2,857,244 shares of
 Common Stock, par value \$0.00001 per share

Madrid

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 2,857,244 shares of the Company’s common stock, \$0.00001 par value per share (“**Common Stock**”), consisting of 2,285,795 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 571,449 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 February 25, 2025 (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 LLP

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 25, 2025, 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, 2024.

/s/ Deloitte & Touche LLP

Philadelphia, PA
February 25, 2025

Calculation of Filing Fee Tables

S-8

Harmony Biosciences Holdings, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, \$0.00001 par value per share	457(a)	2,285,795	\$ 34.85	\$ 79,659,955.75	0.0001531	\$ 12,195.94
2 Equity	Common Stock, \$0.00001 par value per share	457(a)	571,449	\$ 34.85	\$ 19,914,997.65	0.0001531	\$ 3,048.99
Total Offering Amounts:					\$ 99,574,953.40		\$ 15,244.93
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 15,244.93

Offering Note

1

(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") 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, 2025.

(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 shares 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 February 21, 2025, which date is within five business days prior to the filing of this Registration Statement.

2

(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") 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.

(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, 2025.

(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 shares 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 February 21, 2025, which date is within five business days prior to the filing of this Registration Statement.
