

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

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

Coherus BioSciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

27-3615821
(I.R.S. Employer
Identification Number)

333 Twin Dolphin Drive, Suite 600
Redwood City, CA 94065
(650) 649-3530

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Coherus BioSciences, Inc. 2014 Equity Incentive Award Plan
Coherus BioSciences, Inc. 2014 Employee Stock Purchase Plan
(Full Title of the Plan)

Dennis M. Lanfear
President and Chief Executive Officer
Coherus BioSciences, Inc.
333 Twin Dolphin Drive, Suite 600
Redwood City, CA 94065
(650) 649-3530

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

Copies to:

Alan C. Mendelson, Esq.
Benjamin A. Potter, Esq.
Latham & Watkins LLP
140 Scott Drive,
Menlo Park, CA 94025
(650) 328-4600

Jean-Frédéric Viret, Ph.D.
Chief Financial Officer
333 Twin Dolphin Drive, Suite 600
Redwood City, CA 94065
(650) 649-3530

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 ☐ (Do not check if a smaller reporting company)

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 13(a) of the Exchange Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share	2,393,618 (2)	\$10.90 (3)	\$26,090,436.20	\$3,248.26
Common Stock, par value \$0.0001 per share	598,404 (4)	\$10.90 (5)	\$6,522,603.60	\$812.06
Total	2,992,022		\$32,613,039.80	\$4,060.32

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of the Registrant’s common stock that become issuable under the Coherus BioSciences, Inc. 2014 Equity Incentive Award Plan (the “2014 Plan”) and the Coherus BioSciences, Inc. 2014 Employee Stock Purchase Plan (the “ESPP”) by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of common stock.
- (2) Represents the additional shares of common stock available for future issuance under the Registrant’s 2014 Plan resulting from an annual increase as of January 1, 2018.
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant under the 2014 Plan is the average of the high and low prices for the registrant’s common stock as reported on The NASDAQ Global Market on January 19, 2018, which is \$10.90.
- (4) Represents the additional shares of common stock available for future issuance under the Registrant’s ESPP resulting from an annual increase as of January 1, 2018.
- (5) This estimate is made pursuant to Rule 457(c) and Rule 457(h) of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share for shares available for future grant under the ESPP is the average of the high and low prices for the registrant’s common stock as reported on The NASDAQ Global Market on January 19, 2018, which is \$10.90.

**Proposed sale to take place as soon after the effective date of the
registration statement as awards under the plans are exercised and/or vest.**

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,992,022 shares of the Registrant's common stock issuable under the following employee benefit plans for which Registration Statements of the Registrant on Form S-8 (File Nos. 333-200593, 333-203356, 333-209936 and 333-216679) are effective: (i) the 2014 Equity Incentive Award Plan, as a result of the operation of an automatic annual increase provision therein, which added 2,393,618 shares of common stock, and (ii) the 2014 Employee Stock Purchase Plan, as a result of the operation of an automatic annual increase provision therein, which added 598,404 shares of common stock.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

Pursuant to Instruction E of Form S-8, the contents of the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on November 25, 2014 (File No. 333-200593), April 10, 2015 (File No. 333-203356), March 4, 2016 (File No. 333-209936) and March 14, 2017 (File No. 333-216679) are incorporated by reference herein.

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference			Filed Herewith
		Form	Exhibit	Date Filed	
4.1	Amended and Restated Certificate of Incorporation of Coherus BioSciences, Inc.	8-K	3.1	11/13/2014	
4.2	Amended and Restated Bylaws of Coherus BioSciences, Inc.	8-K	3.2	11/13/2014	
4.3	Specimen Common Stock Certificate.	S-1/A	4.2	10/24/2014	
4.4	Third Amended and Restated Investor Rights Agreement, dated as of May 9, 2014 by and among Coherus BioSciences, Inc. and certain investors named therein.	S-1	4.3	9/25/2014	
4.5	Registration Rights Agreement, dated as of September 10, 2015, by and between Baxalta GmbH and Coherus BioSciences, Inc.	8-K	4.1	9/14/2015	
4.6	Registration Rights Agreement, dated as of August 21, 2017, by and between V-Sciences Investments Pte Ltd and Coherus BioSciences, Inc.	8-K	4.1	8/22/2017	
4.7	Registration Rights Agreement, dated as of November 30, 2017, by and between KBI Biopharma, Inc. and Coherus BioSciences, Inc.	8-K	4.1	12/5/2017	
5.1	Opinion of Latham & Watkins LLP.				X
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).				X
23.2	Consent of Independent Registered Public Accounting Firm.				X
24.1	Power of Attorney (included in the signature page to this registration statement).				X
99.1(a)#	Coherus BioSciences, Inc. 2014 Equity Incentive Award Plan.	S-1/A	10.11	10/24/2014	
99.1(b)#	Form of Stock Option Grant Notice and Stock Option Agreement under the 2014 Equity Incentive Award Plan.	S-1/A	10.11(b)	11/4/2014	
99.1(c)#	Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2014 Equity Incentive Award Plan.	S-1/A	10.11(c)	11/4/2014	
99.1(d)#	Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2014 Equity Incentive Award Plan.	S-1/A	10.11(d)	11/4/2014	
99.2#	Coherus BioSciences, Inc. 2014 Employee Stock Purchase Plan.	S-1/A	10.12	10/24/2014	

Indicates management contract or compensatory plan.

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 Redwood City, California, on January 25, 2018.

COHERUS BIOSCIENCES, INC.

By: /s/ Dennis M. Lanfear
Dennis M. Lanfear
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Dennis M. Lanfear and Jean-Frédéric Viret, Ph.D., and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent to act for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file this registration statement, 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 and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dennis M. Lanfear</u> Dennis M. Lanfear	Chairman, President and Chief Executive Officer (<i>Principal Executive Officer</i>)	January 25, 2018
<u>/s/ Jean-Frédéric Viret, Ph.D.</u> Jean-Frédéric Viret, Ph.D.	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	January 25, 2018
<u>/s/ James I. Healy, M.D., Ph.D.</u> James I. Healy, M.D., Ph.D.	Director	January 25, 2018
<u>/s/ V. Bryan Lawlis, Ph.D.</u> V. Bryan Lawlis, Ph.D.	Director	January 25, 2018
<u>/s/ Christos Richards</u> Christos Richards	Director	January 25, 2018
<u>/s/ Ali J. Satvat</u> Ali J. Satvat	Director	January 25, 2018
<u>/s/ August J. Troendle, M.D.</u> August J. Troendle, M.D.	Director	January 25, 2018
<u>/s/ Mats Wahlström</u> Mats Wahlström	Director	January 25, 2018
<u>/s/ Mary T. Szela</u> Mary T. Szela	Director	January 25, 2018

140 Scott Drive
Menlo Park, California 94025
Tel: +1.650.328.4600 Fax: +1.650.463.2600
www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES
Barcelona Moscow
Beijing Munich
Boston New York
Brussels Orange County
Century City Paris
Chicago Riyadh
Dubai Rome
Düsseldorf San Diego
Frankfurt San Francisco
Hamburg Seoul
Hong Kong Shanghai
Houston Silicon Valley
London Singapore
Los Angeles Tokyo
Madrid Washington, D.C.
Milan

January 25, 2018

Coherus BioSciences, Inc.
333 Twin Dolphin Drive, Suite 600
Redwood City, CA 94065

Re: Registration Statement on Form S-8; 2,992,022 shares of Common Stock, par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as special counsel to Coherus BioSciences, Inc., a Delaware corporation (the “**Company**”), in connection with the registration by the Company of 2,992,022 shares of Common Stock of the Company, par value \$0.0001 per share (the “**Shares**”), issuable under the Company’s 2014 Equity Incentive Award Plan (the “**2014 Plan**”) and the 2014 Employee Stock Purchase Plan (the “**ESPP**,” and together with the 2014 Plan, the “**Plans**”). The Shares are included in 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 January 25, 2018 (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 or the related prospectus, 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 the General Corporation Law of the State of Delaware, 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 shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers, and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action 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 provided in the General Corporation Law of the State of Delaware.

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 the Registration Statement (Form S-8) pertaining to the 2014 Equity Incentive Award Plan and 2014 Employee Stock Purchase Plan of Coherus BioSciences Inc. of our report dated March 14, 2017, with respect to the consolidated financial statements of Coherus BioSciences, Inc. and the effectiveness of internal control over financial reporting of Coherus BioSciences, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California

January 25, 2018