

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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

**SOCIETAL CDMO, INC.**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other jurisdiction of incorporation or organization)	<b>26-1523233</b> (I.R.S. Employer Identification No.)
<b>1 E. Uwchlan Ave, Suite 112</b> <b>Exton, Pennsylvania</b> (Address of Principal Executive Offices)	<b>19341</b> (Zip Code)

**RECRO PHARMA, INC. 2018 AMENDED AND RESTATED EQUITY INCENTIVE PLAN**  
(Full title of the plan)

**J. David Enloe, Jr.**  
**President and Chief Executive Officer**  
**Societal CDMO, Inc.**

**1 E. Uwchlan Ave, Suite 112**  
**Exton, Pennsylvania 19341**

(Name and address of agent for service)

**(770) 534-8239**

(Telephone number, including area code, of agent for service)

*with a copy to:*

**Rachael M. Bushey**  
**Jennifer L. Porter**  
**Goodwin Procter LLP**  
**2929 Arch Street**  
**Suite 1700**  
**Philadelphia, PA 19104**  
**(445) 207-7806**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" 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 is being filed for the purpose of registering an additional 2,835,032 shares of common stock, par value \$0.01 per share ("Common Stock") of Societal CDMO, Inc. (the "Registrant") that were added to the shares authorized for issuance under the Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (the "Plan") for which Registration Statements on Form S-8 relating to the same employee benefit plan are effective.

The Registrant previously filed Registration Statements on Form S-8 (File Nos. 333-194730, 333-206309, 333-208749, 333-216579, 333-223437, 333-224870, 333-229736, 333-236875, 333-253574 and 333-263180) with the Securities and Exchange Commission (the "Commission") to register 12,824,359 shares of Common Stock, that were authorized for issuance under the Plan. Upon the effectiveness of this Registration Statement, an aggregate of 15,659,391 shares of Common Stock will be registered for issuance from time to time under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statements on Form S-8 (File Nos. 333-194730, 333-206309, 333-208749, 333-216579, 333-223437, 333-224870, 333-229736, 333-236875, 333-253574 and 333-263180) filed with the Commission on March 21, 2014, August 12, 2015, December 23, 2015, March 9, 2017, March 5, 2018, May 11, 2018, February 19, 2019, March 4, 2020, February 26, 2021 and March 1, 2022 are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein. Only those items of Form S-8 containing new information not contained in the earlier registration statements are presented herein.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 3. Incorporation of Documents by Reference.**

The following documents of the Registrant filed with the Commission are incorporated by reference in this Registration Statement as of their respective dates:

- (a) The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 1, 2023;
- (b) The Registrant's Current Report on Form 8-K (other than portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits accompanying such reports that are related to such items) filed on [January 3, 2023](#); and
- (c) The description of the Registrant's common stock contained in the Registrant's [Form 8-A](#) filed with the Commission on March 4, 2014 pursuant to the Securities Exchange Act of 1934, as amended (the "[Exchange Act](#)"), including any amendment or report filed for the purpose of further updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is 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 other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

Exhibit Number	Description
4.1	<a href="#">Second Amended and Restated Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on March 13, 2014).</a>
4.2	<a href="#">Articles of Amendment to Second Amended and Restated Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36329), filed on May 6, 2021).</a>
4.3	<a href="#">Articles of Amendment to Second Amended and Restated Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on March 21, 2022).</a>
4.4	<a href="#">Fourth Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36329), filed on March 21, 2022).</a>
5.1	<a href="#">Opinion of Goodwin Procter LLP (filed herewith).</a>
23.1	<a href="#">Consent of KPMG LLP (filed herewith).</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (included in signature page to this Registration Statement).</a>
99.1	<a href="#">Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q (File No. 001-36329), filed on May 9, 2018).</a>
99.2	<a href="#">Form of Amended and Restated Equity Incentive Plan Award Agreement (incorporated by reference to Exhibit 10.26 to the Registrant's Annual Report on Form 10-K (File No. 001-36329), filed on February 26, 2021).</a>

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- 99.3 [Form of Amended and Restated Equity Incentive Plan Award Agreement for Restricted Stock Units \(incorporated by reference to Exhibit 10.27 to the Registrant's Annual Report on Form 10-K \(File No. 001-36329\), filed on February 26, 2021\).](#)
- 99.4 [Form of Amended and Restated Equity Plan Award Agreement for Restricted Stock Units \(performance based\) \(incorporated by reference to Exhibit 10.28 to the Registrant's Annual Report on Form 10-K \(File No. 001-36329\), filed on February 26, 2021\).](#)
- 107 [Filing Fee Table.](#)
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**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 Exton, Commonwealth of Pennsylvania, on March 1, 2023.

**SOCIETAL CDMO, INC.**

By: /s/ J. David Enloe, Jr.

J. David Enloe, Jr.

*President and Chief Executive Officer*

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Societal CDMO, Inc., hereby severally constitute and appoint J. David Enloe, Jr. and Ryan D. Lake, our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution in her or him for her or him and in her or his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as she or he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or her or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ J. David Enloe, Jr. J. David Enloe, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2023
/s/ Ryan D. Lake Ryan D. Lake	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 1, 2023
/s/ William L. Ashton William L. Ashton	Director	March 1, 2023
/s/ Michael Berelowitz Michael Berelowitz	Director	March 1, 2023
/s/ Elena Cant Elena Cant	Director	March 1, 2023
/s/ Winston J. Churchill Winston J. Churchill	Director	March 1, 2023
/s/ James C. Miller James C. Miller	Director	March 1, 2023
/s/ Laura L. Parks Laura L. Parks	Director	March 1, 2023
/s/ Bryan M. Reasons Bryan M. Reasons	Director	March 1, 2023
/s/ Wayne B. Weisman Wayne B. Weisman	Director	March 1, 2023

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March 1, 2023

Societal CDMO, Inc.  
1 E. Uwchlan Ave, Suite 112  
Exton, Pennsylvania 19341

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 2,835,032 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Societal CDMO, Inc., a Pennsylvania corporation (the "Company"), that may be issued pursuant to the Recro Pharma, Inc. 2018 Amended and Restated Equity 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 Pennsylvania Business Corporation Law of 1988, as amended.

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.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in *74 Business Lawyer* 815 (Summer 2019).

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

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**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 1, 2023, with respect to the consolidated financial statements of Societal CDMO, Inc., incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 1, 2023

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)Societal CDMO, 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)(2)	Proposed Maximum Offering Price Per Unit(3)	Maximum Aggregate Offering(3)	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01	457(c) and 457(h)	2,835,032	\$ 1.43	\$ 4,054,095.76	0.0001102	\$ 446.76
Total Offering Amounts					<u>\$ 4,054,095.76</u>		446.76
Total Fee Offsets (4)							—
Net Fee Due							<u>\$ 446.76</u>

- (1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional shares of common stock, \$0.01 par value per share ("Common Stock"), of Societal CDMO, Inc. (the "Registrant") which become issuable under the Recro Pharma, Inc. 2018 Amended and Restated Equity Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction which results in an increase in the number of the outstanding shares of Common Stock of the Registrant.
- (2) Represents 2,835,032 shares of Common Stock that were added to the shares authorized for issuance under the Plan on December 1, 2022 pursuant to an "evergreen" provision contained in the Plan. Pursuant to such provision in the Plan, on December 1 of each year, the Registrant's board of directors may approve an increase to the number of shares authorized for issuance under the Plan of up to five percent (5%) of the issued and outstanding Common Stock of the Registrant.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The price shown is based upon the average of the high and low prices reported for the common stock on the Nasdaq Capital Market on February 24, 2023.
- (4) The Registrant does not have any fee offsets.

