

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

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

**SAREPTA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

93-0797222

(IRS Employer Identification No.)

215 First Street, Suite 415

Cambridge, Massachusetts 02142

(Address of Principal Executive Offices) (Zip Code)

2014 Employment Commencement Incentive Plan

(Full title of the plan)

**Douglas S. Ingram**

**President and Chief Executive Officer**

Sarepta Therapeutics, Inc.

215 First Street, Suite 415

Cambridge, Massachusetts 02142

(Name and address of agent for service)

(617) 274-4000

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

**Copies to:**

**Paul M. Kinsella**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, Massachusetts 02119**

**(617) 951-7000**

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"/>	(Do not check if a smaller reporting company)	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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class 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, \$0.0001 par value per share	2,938,266 (2)	\$34.65 (3)	\$101,810,916.90	\$12,675.46
Common Stock, \$0.0001 par value per share	861,734 (4)	\$47.45 (5)	\$40,889,278.30	\$5,090.72
Total	3,800,000	—	\$142,700,195.20	\$17,766.18

- (1) Pursuant to Rule 416(a) 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 the Registrant’s common stock that become issuable under the Registrant’s 2014 Employment Commencement Incentive Plan, as amended (the “2014 Plan”), 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 shares of common stock reserved for issuance upon the exercise of unvested options to purchase shares of common stock (the “Options”) previously issued under the 2014 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act, based upon the exercise price of the Options of \$34.65.
- (4) Represents shares of common stock reserved for issuance pursuant to future awards under the 2014 Plan.
- (5) This estimate is made pursuant to Rule 457 of the Securities Act solely for purposes of calculating the registration fee. The Proposed Maximum Offering Price Per Share is \$47.45 per share, which is the average of the high and low prices for the Registrant’s common stock as reported on The NASDAQ Global Select Market on October 27, 2017.

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## EXPLANTORY NOTE

This Registration Statement is being filed to register an additional 3,800,000 shares of the Registrant's common stock, par value \$0.0001 per share ("Common Stock"), for issuance under the 2014 Plan. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to such instruction, the contents of the Registration Statement on Form S-8 (File No. 333-199037) filed with the Securities and Exchange Commission (the "Commission") on September 30, 2014 and the Registration Statement on Form S-8 (File No. 333-209710) filed with the Commission on February 25, 2016 are incorporated by reference herein.

**EXHIBIT INDEX**

Exhibit Number	Description	Incorporated by Reference to Filings Indicated				Provided Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Sarepta Therapeutics, Inc.</a>	8-K12B	001-14895	3.1	6/6/13	
4.2	<a href="#">Amendment to the Amended and Restated Certificate of Incorporation of Sarepta Therapeutics, Inc.</a>	8-K	001-14895	10.1	6/30/15	
4.3	<a href="#">Amended and Restated Bylaws of Sarepta Therapeutics, Inc.</a>	8-K	001-14895	3.1	9/25/14	
4.4	<a href="#">Sarepta Therapeutics, Inc. 2014 Employment Commencement Incentive Plan, as amended</a>	S-8	333-209710	4.4	2/25/16	
4.5	<a href="#">Amendment No. 1 to the Sarepta Therapeutics, Inc. 2014 Employment Commencement Incentive Plan</a>	8-K	001-14895	10.3	6/28/17	
4.6	<a href="#">Form of Stock Option Award Agreement under 2014 Employment Commencement Incentive Plan</a>	10-K	001-14895	10.28	3/3/14	
5.1	<a href="#">Opinion of Ropes &amp; Gray LLP</a>					X
23.1	<a href="#">Consent of KPMG LLP, independent registered public accounting firm</a>					X
23.2	<a href="#">Consent of Ropes &amp; Gray LLP (included in Exhibit 5.1).</a>					X
24.1	<a href="#">Power of attorney (included in the signature page to this Registration Statement).</a>					X

**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 Cambridge, State of Massachusetts, on this 1<sup>st</sup> day of November, 2017.

SAREPTA THERAPEUTICS, INC.

By: /s/ Douglas S. Ingram

Name: Douglas S. Ingram

Title: President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Douglas S. Ingram, Sandesh Mahatme and David Tyronne Howton, or any of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act 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 the same, with all exhibits thereto and all documents in connection therewith, with the 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, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas S. Ingram</u> Douglas S. Ingram	President, Chief Executive Officer and Director (Principal Executive Officer)	November 1, 2017
<u>/s/ Sandesh Mahatme</u> Sandesh Mahatme	Executive Vice President, Chief Financial Officer and Chief Business Officer (Principal Financial and Accounting Officer)	November 1, 2017
<u>/s/ M. Kathleen Behrens</u> M. Kathleen Behrens, Ph.D.	Chairwoman of the Board	November 1, 2017
<u>/s/ Richard J. Barry</u> Richard J. Barry	Director	November 1, 2017
<u>/s/ Claude Nicaise</u> Claude Nicaise, M.D.	Director	November 1, 2017
<u>/s/ Hans Wigzell</u> Hans Wigzell, M.D., Ph.D.	Director	November 1, 2017



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

November 1, 2017

Sarepta Therapeutics, Inc.  
215 First Street, Suite 415  
Cambridge, MA 02142

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Sarepta Therapeutics, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 3,800,000 shares of Common Stock, \$0.0001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2014 Employment Commencement Incentive Plan, as amended (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when the Shares have been issued and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion letter 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 Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Sarepta Therapeutics, Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Cambridge, Massachusetts  
November 1, 2017