

**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
(I.R.S. Employer
Identification No.)

215 First Street, Suite 415
Cambridge, Massachusetts 02142
(Address of Principal Executive Offices) (Zip Code)

Amended and Restated 2013 Employee Stock Purchase Plan
(as Amended and Restated on June 27, 2016), as Further Amended
(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 02199
(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"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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	500,000 (2)	\$85.30 (3)	\$42,650,000.00	\$5,169.18

- (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 shares of the Registrant’s common stock that become issuable under the Sarepta Therapeutics, Inc. Amended and Restated 2013 Employee Stock Purchase Plan (as amended and restated on June 27, 2016), as further amended (the “2016 ESPP”), to prevent dilution as a result of any stock dividend, stock split, recapitalization or similar transaction.
 - (2) Represents shares of common stock reserved for future issuance under the 2016 ESPP as of the date of the initial filing of this Registration Statement.
 - (3) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and 457(h) under the Securities Act, the “proposed maximum offering price per share” is calculated based on the average of the high and low prices for the Registrant’s common stock as reported on the Nasdaq Global Select Market on September 9, 2019.
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EXPLANATORY NOTE

This Registration Statement is filed to register an additional 500,000 shares of the Registrant's common stock, par value \$0.0001 per share, for issuance under the 2016 ESPP. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities of the same class, and, pursuant to such instruction, the contents of the Registration Statement on [Form S-8](#) (File No. 333-192287) filed with the Securities and Exchange Commission on November 12, 2013 are incorporated herein by reference.

Item 8. Exhibits

Exhibit Number	Description	Incorporated by Reference to Filings Indicated			
		Form	Exhibit	Filing Date	Provided Herewith
4.1	Amended and Restated Certificate of Incorporation	8-K12B	3.1	6/6/13	
4.2	Amendment to the Amended and Restated Certificate of Incorporation	8-K	3.1	6/30/15	
4.3	Amended and Restated Bylaws	8-K	3.1	9/25/14	
4.4	Form of Specimen Certificate for Common Stock	10-Q	4.1	8/8/13	
4.5	Sarepta Therapeutics, Inc. Amended and Restated 2013 Employee Stock Purchase Plan (as Amended and Restated on June 27, 2016)	8-K	10.2	7/1/16	
4.6	Amendment No. 1 to the Sarepta Therapeutics, Inc. Amended and Restated 2013 Employee Stock Purchase Plan (as Amended and Restated on June 27, 2016)	10-Q	10.4	8/7/19	
5.1	Opinion of Ropes & Gray LLP				X
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)				X
23.2	Consent of KPMG LLP, independent registered public accounting firm				X
24.1	Power of Attorney (included in the signature page to this Registration Statement)				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, Commonwealth of Massachusetts, on September 11, 2019.

Sarepta Therapeutics, Inc.

By: /s/ Douglas S. Ingram
Douglas S. Ingram
President and Chief Executive Officer

SIGNATURES AND POWERS OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Douglas S. Ingram, Sandesh Mahatme and David Tyronne Howton, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and 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 on Form S-8 of Sarepta Therapeutics, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, 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 below by the following persons in the capacities indicated below on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas S. Ingram</u> Douglas S. Ingram	President and Chief Executive Officer, Director (Principal Executive Officer)	September 11, 2019
<u>/s/ Sandesh Mahatme</u> Sandesh Mahatme	Executive Vice President, Chief Financial Officer and Chief Business Officer (Principal Financial and Accounting Officer)	September 11, 2019
<u>/s/ M. Kathleen Behrens</u> M. Kathleen Behrens, Ph.D.	Chairwoman of the Board	September 11, 2019
<u>/s/ Richard J. Barry</u> Richard J. Barry	Director	September 11, 2019
<u>/s/ Michael W. Bonney</u> Michael W. Bonney	Director	September 11, 2019
<u>/s/ Mary Ann Gray</u> Mary Ann Gray, Ph.D.	Director	September 11, 2019
<u>/s/ Claude Nicaise</u> Claude Nicaise, M.D.	Director	September 11, 2019
<u>/s/ Hans Wigzell</u> Hans Wigzell, M.D., Ph.D.	Director	September 11, 2019



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

September 11, 2019

Sarepta Therapeutics, Inc.
215 First Street, Suite 415
Cambridge, Massachusetts 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 500,000 shares of Common Stock, \$0.0001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's Amended and Restated 2013 Employee Stock Purchase Plan (as amended and restated on June 27, 2016), as further 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
September 11, 2019