

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

ESPERION THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

26-1870780

(State or Other Jurisdiction of Incorporation or Organization)

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

**Esperion Therapeutics, Inc.
3891 Ranchero Drive, Suite 150
Ann Arbor, MI 48108**

(Address of Principal Executive Offices)

Amended and Restated Esperion Therapeutics, Inc. 2013 Stock Option and Incentive Plan

(Full Title of the Plans)

**Sheldon L. Koenig
President and Chief Executive Officer**

**Esperion Therapeutics, Inc.
3891 Ranchero Drive, Suite 150
Ann Arbor, MI 48108**

(Name and Address of Agent For Service)

(734) 887-3903

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

**Mitchell S. Bloom, Esq.
Arthur R. McGivern, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
(617) 570-1000**

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 registers additional shares of Common Stock under the Registrant's Amended and Restated 2013 Stock Option and Incentive Plan (the "Option Plan"). The number of shares of Common Stock reserved and available for issuance under the Option Plan is subject to an automatic annual increase on each January 1, beginning in 2016, by an amount equal to two and a half percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Option Plan). Accordingly, on January 1, 2022, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,571,842 shares. This Registration Statement registers these additional 1,571,842 shares of Common Stock. The additional shares are of the same class as other securities relating to the Option Plan for which the Registrant's registration statements filed on Form S-8 (Registration No. 333-189738) on July 1, 2013, is effective. The information contained in the Registrant's registration statements on Form S-8 (Registration No. 333-189738) is hereby incorporated by reference pursuant to General Instruction E, except for "Item 8. Exhibits."

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this registration statement on Form S-8, which Exhibit Index is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
<u>4.1</u>	<u>Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on June 12, 2013).</u>
<u>4.2</u>	<u>Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on June 12, 2013).</u>
<u>4.3</u>	<u>Amended and Restated Bylaws (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on June 7, 2013).</u>
<u>4.4</u>	<u>Form of Warrant to Purchase Preferred Stock dated September 4, 2012 (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on May 14, 2013).</u>
<u>4.5</u>	<u>Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 28, 2008 (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on May 14, 2013).</u>
<u>4.6</u>	<u>Amendment No. 1 to Investor Rights Agreement by and between the Registrant and certain of its stockholders dated April 11, 2013 (incorporated by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on May 14, 2013).</u>
<u>4.7</u>	<u>Registration Rights and Securityholder Agreement by and between the Registrant and Pfizer Inc. dated April 28, 2008 (incorporated by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-188595) filed on May 14, 2013).</u>
<u>5.1*</u>	<u>Opinion of Goodwin Procter LLP</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm</u>
<u>23.2*</u>	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u>
<u>24.1*</u>	<u>Power of Attorney (included on signature page)</u>
<u>99.1</u>	<u>Amended and Restated 2013 Stock Option and Incentive Plan and forms of agreements thereunder (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed on November 3, 2016).</u>
<u>107*</u>	<u>Filing Fee Table</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Ann Arbor, State of Michigan, on the 22nd day of February 2022.

ESPERION THERAPEUTICS, INC.

By: /s/ Sheldon L. Koenig
Sheldon L. Koenig
President, Chief Executive Officer and Director

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Esperion Therapeutics, Inc., hereby severally constitute and appoint Sheldon L. Koenig and Richard B. Bartram, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, 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, and each of them, 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 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, or their or his 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 date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sheldon L. Koenig</u> Sheldon L. Koenig	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2022
<u>/s/ Richard B. Bartram</u> Richard B. Bartram	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 22, 2022
<u>/s/ Jeffrey Berkowitz, J.D.</u> Jeffrey Berkowitz, J.D.	Director	February 22, 2022
<u>/s/ Seth H.Z. Fischer</u> Seth H.Z. Fischer	Director	February 22, 2022
<u>/s/ Alan Fuhrman</u> Alan Fuhrman	Director	February 22, 2022
<u>/s/ Antonio M. Gotto, M.D., D.Phil</u> Antonio M. Gotto, M.D., D.Phil	Director	February 22, 2022
<u>/s/ Mark E. McGovern, M.D.</u> Mark E. McGovern, M.D.	Director	February 22, 2022
<u>/s/ Jay Shepard</u> Jay Shepard	Director	February 22, 2022
<u>/s/ Nicole Vitullo</u> Nicole Vitullo	Director	February 22, 2022
<u>/s/ Tracy M. Woody</u> Tracy M. Woody	Director	February 22, 2022

Calculation of Filing Fee Tables

Form S-8

(Form Type)

Esperion Therapeutics, 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)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, par value \$0.001 per share	457(h)	1,571,842 (2)	\$3.81(3)	\$5,988,718	0.0000927	\$555.15
Total Offering Amounts					\$5,988,718		\$555.15
Total Fee Offsets							\$—
Net Fee Due							\$555.15

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock.
- (2) Represents an automatic annual increase on January 1, 2022 to the number of shares reserved for issuance under the Amended and Restated 2013 Stock Option and Incentive Plan (the "Option Plan") pursuant to the terms of the Option Plan. Shares available for issuance under the Option Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission on February 23, 2021 (Registration No. 333-253414), February 27, 2020 (Registration No. 333-236712), December 21, 2018 (Registration No. 333-228994), February 20, 2018 (Registration No. 333-223105), February 22, 2017 (Registration No. 333-216169), December 22, 2015 (Registration No. 333-208702), August 6, 2015 (Registration No. 333-206180), January 6, 2015 (Registration No. 333-201378), March 13, 2014 (Registration No. 333-194536), and July 1, 2013 (Registration No. 333-189738).
- (3) The price of \$3.81 per share, which is the average of the high and low sale prices of the Common Stock of the registrant as quoted on the Nasdaq Global Market on February 15, 2022, is set forth solely for purposes of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and has been used as these shares are without a fixed price.

Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02110
February 22, 2022

T: 617.570.1000
goodwinlaw.com

Esperion Therapeutics, Inc.
3891 Rancho Drive, Suite 150
Ann Arbor, MI 48108

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 1,571,842 shares (the "Shares") of Common Stock, par value \$0.001 per share (the "Common Stock"), of Esperion Therapeutics, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Amended and Restated 2013 Stock Option and 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 Delaware General Corporation Law.

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.

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

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Esperion Therapeutics, Inc. 2013 Stock Option and Incentive Plan of our reports dated February 22, 2022, with respect to the financial statements of Esperion Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Esperion Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
February 22, 2022