

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

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

Concert Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

20-4839882

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

**65 Hayden Avenue, Suite 3000N
Lexington, MA 02421**

(Address of Principal Executive Offices)

02421

(Zip Code)

2014 Stock Incentive Plan

(Full Title of the Plan)

**Roger D. Tung, Ph.D.
President and Chief Executive Officer
65 Hayden Avenue, Suite 3000N
Lexington, MA 02421**

(Name and Address of Agent for Service)

(781) 860-0045

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

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 type="checkbox"/>	Accelerated filer	x
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	x
		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 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, \$0.001 par value per share	954,603 shares	\$10.77 (2)	\$10,281,075 (2)	\$1,335

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on February 24, 2020.

Statement of Incorporation by Reference

This Registration Statement on Form S-8, relating to the 2014 Stock Incentive Plan of Concert Pharmaceuticals, Inc. (the "Registrant"), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-195125, filed with the Securities and Exchange Commission on April 8, 2014 by the Registrant, relating to the Registrant's Amended and Restated 2006 Stock Option and Grant Plan and 2014 Stock Incentive Plan, except for Item 8, Exhibits.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description of Exhibit	Incorporated by Reference			Exhibit Number	Filed Herewith
		Form	File Number	Date of Filing		
3.1	Restated Certificate of Incorporation of the Registrant	8-K	001-36310	February 20, 2014	3.1	
3.2	Amended and Restated By-laws of the Registrant	8-K	001-36310	February 20, 2014	3.2	
3.3	Amendment to Amended and Restated By-laws of the Registrant	10-K	001-36310	March 6, 2017	3.3	
5.1	Opinion of Goodwin Procter LLP, counsel to the Registrant					X
23.1	Consent of Goodwin Procter LLP (included in Exhibit 5.1).					X
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm for the Registrant					X
24.1	Power of Attorney (included on the signature pages of this Registration Statement).					X
99.1	2014 Stock Incentive Plan	S-1	333-193335	February 3, 2014	10.6	

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 Lexington, Commonwealth of Massachusetts, on this 27th day of February, 2020.

CONCERT PHARMACEUTICALS, INC.

By: /s/ Roger D Tung, Ph.D.

Roger D. Tung, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Concert Pharmaceuticals, Inc., hereby severally constitute and appoint Roger D. Tung and Marc A. Becker, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Concert Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto. 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.

Signature	Title	Date
<u>/s/ Roger D. Tung, Ph.D.</u> Roger D. Tung, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2020
<u>/s/ Marc A. Becker</u> Marc A. Becker	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2020
<u>/s/ Richard H. Aldrich</u> Richard H. Aldrich	Chairman of the Board	February 27, 2020
<u>/s/ Thomas G. Auchincloss, Jr.</u> Thomas G. Auchincloss, Jr.	Director	February 27, 2020
<u>/s/ Ronald W. Barrett, Ph.D.</u> Ronald W. Barrett, Ph.D.	Director	February 27, 2020
<u>/s/ Jesper Høiland</u> Jesper Høiland	Director	February 27, 2020
<u>/s/ Peter Barton Hutt</u> Peter Barton Hutt	Director	February 27, 2020
<u>/s/ Wilfred E. Jaeger, M.D.</u> Wilfred E. Jaeger, M.D.	Director	February 27, 2020
<u>/s/ Christine van Heek</u> Christine van Heek	Director	February 27, 2020



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210

goodwinlaw.com
+1 617 570 1000

February 27, 2020

Concert Pharmaceuticals, Inc.
65 Hayden Avenue, Suite 3000N
Lexington, MA 02421

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

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 954,603 shares (the "Shares") of Common Stock, \$0.001 par value per share ("Common Stock"), of Concert Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2014 Stock 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) filed February 27, 2020 pertaining to the 2014 Stock Incentive Plan of Concert Pharmaceuticals, Inc. of our reports dated February 27, 2020, with respect to the consolidated financial statements of Concert Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Concert Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2019, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 27, 2020