
**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	<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.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, 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." You may request a copy of the documents incorporated by reference into this Registration Statement, free of charge, by written request to Concert Pharmaceuticals, Inc., 65 Hayden Avenue, Suite 3000N, Lexington, MA 02421, Attention: Investor Relations.

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	Certificate of Designation of Preferences, Rights and Limitations of Series X1 Preferred Stock	8-K	001-36310	November 8, 2021	3.1	
3.3	Amended and Restated By-laws of the Registrant	8-K	001-36310	February 20, 2014	3.2	
3.4	Amendment to Amended and Restated By-laws of the Registrant	10-K	001-36310	March 6, 2017	3.3	
3.5	Second Amendment to Amended and Restated By-laws of the Registrant	8-K	001-36310	December 11, 2020	3.1	
4.1	Specimen certificate evidencing shares of common stock	S-1	333-193335	February 3, 2014	4.1	
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	
107	Filing Fee Table					X

Calculation of Filing Fee Table

Form S-8
(Form Type)

Concert Pharmaceuticals, 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 (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	1,389,561 (3)	\$2.87	\$3,988,041	0.0000927	\$370
Total Offering Amounts							\$370
Total Fee Offsets							\$-
Net Fee Due							\$370

- (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) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act, and based on the average of the high and low sales prices of the registrant’s common stock, as quoted on the Nasdaq Global Market, on February 24, 2022, which is a date within five business days prior to the filing of this registration statement.
- (3) Represents 1,389,561 shares of common stock that were automatically added to the shares authorized for issuance under the 2014 Stock Incentive Plan (the “2014 Plan”) pursuant to an “evergreen” provision contained in the 2014 Plan. Pursuant to the provision contained in the 2014 Plan, on January 1, 2022 and each January 1 through 2024, the number of shares authorized for issuance under the 2014 Plan is automatically increased by the lowest of (a) 2,000,000 shares of our common stock, (b) 4% of the number of our outstanding shares on January 1 of each such fiscal year and (c) an amount determined by our board of directors.



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

March 3, 2022

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

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 1,389,561 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 March 3, 2022 pertaining to the 2014 Stock Incentive Plan of Concert Pharmaceuticals, Inc. of our report dated March 3, 2022, with respect to the consolidated financial statements of Concert Pharmaceuticals, 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

Boston, Massachusetts
March 3, 2022