

REPROS THERAPEUTICS INC.  
Form S-8 POS  
January 31, 2018

**Registration Nos. 333-200370, 333-175641, 333-122343, 333-58542, 333-39413**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-200370**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-175641**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-122343**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-58542**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-39413**

**Registration StatementS**

**Under**

**the Securities Act of 1933**

**Repros Therapeutics Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

76-0233274

(State or Other (I.R.S.  
Jurisdiction of Employer  
Incorporation) Identification  
No.)

2408 Timberloch Place, Suite B-7  
The Woodlands, TX 77380  
(Address of Principal Executive Offices) (Zip Code)

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**Repros Therapeutics Inc. 2011 Equity Incentive Plan**

**Repros Therapeutics Inc. 2004 Stock Option Plan**

**2000 Nonemployee Directors' Stock Option Plan**

**2000 Employee Stock Purchase Plan**

**1996 Nonemployee Directors' Stock Option Plan**

**(Full title of the plans)**

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**Larry M. Dillaha, M.D.**

**President and Chief Executive Officer**

**Repros Therapeutics Inc.**

**2408 Timberloch Place, Suite B-7**

**The Woodlands, Texas 77380**

**(281) 719-3400**

**(Name, address and 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  Accelerated filer   
Non-accelerated filer  Smaller Reporting Company   
Emerging growth company

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 STATEMENT

These Post-Effective Amendments (the “Post-Effective Amendments”) filed by Repros Therapeutics Inc., a Delaware corporation (the “Company”), deregister all shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), that had been registered for issuance under the:

- Registration Statement on Form S-8 (File No. 333-200370),
- Registration Statement on Form S-8 (File No. 333-175641),
- Registration Statement on Form S-8 (File No. 333-122343),
- Registration Statement on Form S-8 (File No. 333-58542), and
- Registration Statement on Form S-8 (File No.333-39413) (collectively, the “Registration Statements”)

and that remain unsold or have not otherwise been issued upon the termination of the offering of shares of Common Stock covered by the Registration Statements.

On January 31, 2018, pursuant to an Agreement and Plan of Merger, dated as of December 11, 2017, by and among Allergan Sales, LLC, a Delaware limited liability company (“Parent”), Celestial Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Sub”), and the Company, Sub merged with and into the Company (the “Merger”), with the Company continuing as the surviving corporation and becoming a wholly-owned subsidiary of Parent. As a result of the Merger, the Company has terminated all offerings of its Common Stock pursuant to its existing registration statements, including the Registration Statements. In accordance with an undertaking made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities which remain unsold or have not otherwise been issued at the termination of the offerings, the Company hereby amends the Registration Statements by removing from registration all of its securities registered but unsold or otherwise unissued under the Registration Statements as of the effective time of the Merger.

**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 these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of The Woodlands, State of Texas, on January 31, 2018.

**REPROS THERAPEUTICS  
INC.**

By: /s/ Katherine A. Anderson  
Name: Katherine A. Anderson  
Title: Chief Financial Officer