

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

EVOFEM BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

20-8527075
(I.R.S. Employer
Identification Number)

**12400 High Bluff Drive, Suite 600
San Diego, CA 92130
(858) 550-1900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Amended and Restated 2014 Equity Incentive Plan
(Full Title of the Plan)

**Saundra Pelletier
President and Chief Executive Officer
Evofem Biosciences, Inc.
12400 High Bluff Drive, Suite 600
San Diego, CA 92130
(858) 550-1900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Adam C. Lenain, Esq.
Melanie Ruthrauff Levy, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
3580 Carmel Mountain Road, Suite 300
San Diego, CA 92130
Tel: (858) 314-1500**

**Alexander A. Fitzpatrick, Esq.
General Counsel
Evofem Biosciences, Inc.
12400 High Bluff Drive, Suite 600
San Diego, CA 92130
Tel: (858) 550-1900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

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.

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, \$0.0001 par value per share				
Reserved for future issuance under the Amended and Restated 2014 Equity Incentive Plan	5,042,070 (2)	\$3.89 (3)	\$19,613,652.30	\$2,441.90
TOTAL	5,042,070		\$19,613,652.30	\$2,441.90

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (“Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.
- (2) Represents additional shares of Registrant’s Common Stock reserved for issuance under the Amended and Restated 2014 Equity Incentive Plan as of the date of this Registration Statement.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s Common Stock as reported on The Nasdaq Capital Market on May 30, 2018.

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

Pursuant to General Instruction E of Form S-8, Evofem Biosciences, Inc. (“Registrant”) is filing this Registration Statement with the U.S. Securities and Exchange Commission (“SEC”) to register 5,042,070 additional shares of Common Stock under the Registrant’s Amended and Restated 2014 Equity Incentive Plan (the “Plan”), pursuant to the provisions of the Plan. All applicable share amounts reflect a 6:1 reverse split of the Registrant’s Common Stock effected on January 17, 2018. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the SEC on November 20, 2014 (Registration No. 333- 200409) and March 27, 2015 (Registration No. 333- 203059). In accordance with the instructional note to Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3 Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed on February 26, 2018;
- (b) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above (in each case, except for the information furnished under Items 2.02 or 7.01 in any current report on Form 8-K);

- (c) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (Registration No. 001-36754) filed with the Commission on November 18, 2014 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement.

You should rely only on the information provided or incorporated by reference in this registration statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this registration statement or any related prospectus is accurate as of any date other than the date on the front of the document.

Item 8 Exhibits.

Exhibit Number	Exhibit Description	Filed			Herewith
		Form	File No.	Filing Date	
4.1	Amended and Restated Certificate of Incorporation.	10-K	001-36754-18641425	2/26/2018	
4.2	Amended and Restated Bylaws of the Registrant.	8-K	001-36754- 8546687	01/17/2018	
4.3	Amended and Restated 2014 Equity Incentive Plan.	8-K	001-36754-18815508	5/8/2018	
4.4	Form of Stock Certificate.	10-K	001-36754-18641425	02/26/2018	
4.5	Form of Registration Rights Agreement.	8-K	001-36754-171139916	10/17/2017	
5.1	Opinion of Mintz Levin				X
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.				X
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.				X
23.3	Consent of Mintz Levin (contained in Exhibit 5.1).				X
24.1	Power of Attorney.				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 San Diego, California, on this 1st day of June, 2018.

EVOFEM BIOSCIENCES, INC.

By: /s/ Sandra Pelletier
Name: Sandra Pelletier
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Sandra Pelletier and Justin J. File, and each of them singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him or her and in his or her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Evofem Biosciences, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the 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 or 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 the attorneys-in-fact and agents or any of each of them or their substitute 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 by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sandra Pelletier</u> Sandra Pelletier	President and Chief Executive Officer and Director (<i>Principal Executive Officer</i>)	June 1, 2018
<u>/s/ Justin J. File</u> Justin J. File	Chief Financial Officer (<i>Principal Financial Officer and Principal Accounting Officer</i>)	June 1, 2018
<u>/s/ Thomas Lynch</u> Thomas Lynch	Chairman of the Board	June 1, 2018
<u>/s/ Gillian Greer, Ph.D.</u> Gillian Greer, Ph.D.	Director	June 1, 2018
<u>/s/ William Hall, Ph.D.</u> William Hall, Ph.D., M.D.	Director	June 1, 2018
<u>/s/ Kim P. Kamdar, Ph.D.</u> Kim P. Kamdar, Ph.D.	Director	June 1, 2018
<u>/s/Tony O'Brien</u> Tony O'Brien	Director	June 1, 2018
<u>/s/ Colin Rutherford</u> Colin Rutherford	Director	June 1, 2018



June 1, 2018

Evoform Biosciences, Inc.

Re: Registration Statement on Form S-8; 5,042,070 shares of Common Stock of Evoform Biosciences, Inc., par value \$0.0001 per share

Ladies and Gentlemen:

We have acted as counsel to Evoform Biosciences, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), pursuant to which the company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 5,042,070 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share, that may be issued pursuant to the Company's Amended and Restated 2014 Equity Incentive Plan (the "Plan"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

As the counsel to the Company in connection with the Registration Statement, we have examined the actions taken by the Company in connection with the authorization of the issuance of the Shares, and such documents as we have deemed necessary to render this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion is limited to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or of any foreign jurisdiction.

Based upon and subject to the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements of Evofem Biosciences, Inc. and subsidiaries (the "Company") (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company's ability to continue as a going concern), appearing in the Current Report on Form 8-K/A of the Company dated April 6, 2018.

/s/ DELOITTE & TOUCHE LLP

San Diego, California
June 1, 2018

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 2014 Equity Incentive Plan of Evofem Biosciences, Inc. of our report dated February 26, 2018, with respect to the financial statements of Evofem Biosciences, Inc. (formerly Neothetics, Inc.) included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California

June 1, 2018