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

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

TRAVERE THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

27-4842691

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

**3611 Valley Centre Drive, Suite 300
San Diego, CA 92130**

(Address of Principal Executive Offices)

Inducement Awards

**Travere Therapeutics, Inc. 2017 Employee Stock Purchase Plan
Travere Therapeutics, Inc. 2018 Equity Incentive Plan, as amended**

(Full Title of the Plan)

**Eric Dube
President and Chief Executive Officer
Travere Therapeutics, Inc.
3611 Valley Centre Drive Suite 300
San Diego, CA 92130**

(Name and Address of Agent for Service)

(888) 969-7879

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

Copy to:

**Jason L. Kent, Esq.
Asa M. Henin, Esq.
Cooley LLP.
10265 Science Center Drive
San Diego, CA 92121
(858) 550-6000**

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.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION.

Not required to be filed with this Registration Statement.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

Not required to be filed with this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated by reference into this Registration Statement:

1. The Registrant's Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on February 20, 2024;
2. The information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 from the Registrant's Definitive Proxy Statement on [Schedule 14A](#) (other than information furnished rather than filed), filed with the Securities and Exchange Commission on March 27, 2024;
3. The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024, filed with the Securities and Exchange Commission on [May 6, 2024](#);
4. The Registrant's Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 or Item 7.01 thereof), filed with the Securities and Exchange Commission on [February 23, 2024](#), [April 24, 2024](#) and [May 13, 2024](#); and
5. The description of the Registrant's common stock set forth in [Exhibit 4.2](#) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Securities and Exchange Commission on February 24, 2022, including any amendments or reports filed for the purposes of updating this description.

All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date 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 of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the Securities and Exchange Commission shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law (the DGCL) provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses including attorneys' fees, judgments, fines and amounts paid in settlement in connection with various actions, suits or proceedings, whether civil, criminal, administrative or investigative other than an action by or in the right of the corporation, a derivative action, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if they had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses including attorneys' fees incurred in connection with the defense or settlement of such actions, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's certificate of incorporation, bylaws, agreement, a vote of stockholders or disinterested directors or otherwise.

The Registrant's amended and restated bylaws provide that the Company will indemnify and hold harmless, to the fullest extent permitted by Section 145 of the DGCL, as amended from time to time, each person that such section grants us the power to indemnify, which persons include the directors and officers of the Registrant.

As permitted by the DGCL, the Registrant has entered into indemnity agreements with each of its directors and executive officers, that require the Registrant to indemnify such persons against any and all costs and expenses (including attorneys', witness or other professional fees) actually and reasonably incurred by such person in connection with any action, suit or proceeding (including derivative actions), whether actual or threatened, to which any such person may be made a party by reason of the fact that such person is or was a director or officer or is or was acting or serving as an officer, director, employee or agent of the Registrant or any of its affiliated enterprises, provided that such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the Registrant's best interests and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The indemnification agreements also set forth certain procedures that will apply in the event of a claim for indemnification thereunder.

The Registrant has an insurance policy in place that covers its officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act or otherwise.

Insofar as indemnification for liabilities under the Securities Act may be permitted to the Registrant's directors, officers or controlling persons pursuant to the foregoing provisions, the Registrant have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

| Exhibit: | Description |
|----------|---|
| 4.1 | Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 2 to the Company's General Form for Registration of Securities on Form 10-12G (File No. 000-53293), filed with the SEC on October 28, 2010). |
| 4.2 | Certificate of Amendment of Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36257), filed with the SEC on June 11, 2015). |
| 4.3 | Certificate of Amendment of Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K (File No. 001-36257), filed with the SEC on November 16, 2020). |
| 4.4 | Certificate of Amendment of Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K (File No. 001-36257), filed with the SEC on May 18, 2021). |
| 4.5 | Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 16, 2020). |
| 4.6 | Certificate of Amendment of Bylaws of the Company, effective June 9, 2021 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 10, 2021). |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of Cooley LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Ernst & Young LLP. |
| 23.3 | Consent of BDO USA, P.C. |
| 24.1 | Power of Attorney (included on the signature page hereto). |
| 99.1 | Traverse Therapeutics, Inc. 2018 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K (File No. 001-36257), filed with the SEC on May 13, 2024). |
| 99.2 | Form of Stock Option Grant Notice, Option Agreement and Notice of Exercise for Inducement Grant Outside of 2018 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 (File No. 333-232857), filed with the SEC on July 26, 2019). |
| 99.3 | Form of Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement for Inducement Grant Outside of 2018 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.3 to the Company's Registration Statement on Form S-8 (File No. 333-232857), filed with the SEC on July 26, 2019). |
| 99.4 | Traverse Therapeutics, Inc. 2017 Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K (File No. 001-36257), filed with the SEC on May 18, 2017). |
| 107 | Filing Fee Table. |

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 San Diego, State of California, on June 14, 2024.

TRAVERE THERAPEUTICS, INC.

By: /s/ Eric Dube
Eric Dube
President and Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Eric Dube and Christopher Cline, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 and necessary to be done in connection therewith, as fully to all intents and purposes as he 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 substitutes or substitute, 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 dates indicated.

| Signature | Title | Date |
|---|--|---------------|
| <u>/s/ Eric Dube</u> Eric Dube | President, Chief Executive Officer and Director (Principal Executive Officer) | June 14, 2024 |
| <u>/s/ Christopher Cline</u> Christopher Cline | Chief Financial Officer (Principal Financial Officer) | June 14, 2024 |
| <u>/s/ Sandra Calvin</u> Sandra Calvin | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | June 14, 2024 |
| <u>/s/ Gary Lyons</u> Gary Lyons | Chairman of the Board of Directors | June 14, 2024 |
| <u>/s/ Roy D. Baynes</u> Roy D. Baynes | Director | June 14, 2024 |
| <u>/s/ Suzanne Bruhn</u> Suzanne Bruhn | Director | June 14, 2024 |
| <u>/s/ Timothy Coughlin</u> Timothy Coughlin | Director | June 14, 2024 |
| <u>/s/ Jeffrey A. Meckler</u> Jeffrey A. Meckler | Director | June 14, 2024 |
| <u>/s/ John A. Orwin</u> John A. Orwin | Director | June 14, 2024 |
| <u>/s/ Sandra E. Poole</u> Sandra Poole | Director | June 14, 2024 |
| <u>/s/ Ron Squarer</u> Ron Squarer | Director | June 14, 2024 |
| <u>/s/ Ruth Williams-Brinkley</u> Ruth Williams-Brinkley | Director | June 14, 2024 |

Calculation of Filing Fee Table

Form S-8
(Form Type)

TRAVERE 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 Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee |
|-------------------------------|---|----------------------|-----------------------|--|----------------------------------|-----------|----------------------------|
| Equity | Common Stock (par value \$0.0001 per share) issuable as Inducement Awards | 457(h)(1) | 50,000 shares (2) | \$7.15 (4) | \$357,500.00 (4) | 0.0001476 | \$52.77 |
| Equity | Common Stock (par value \$0.0001 per share) issuable as Inducement Awards | 457(c) and 457(h)(1) | 135,200 shares (3) | \$7.10 (5) | \$959,920.00 (5) | 0.0001476 | \$141.68 |
| Equity | Common Stock (par value \$0.0001 per share) issuable under the 2017 Employee Stock Purchase Plan | 457(c) and 457(h)(1) | 300,000 shares (6) | \$7.10 (5) | \$2,130,000.00 (5) | 0.0001476 | \$314.39 |
| Equity | Common Stock (par value \$0.0001 per share) issuable under the 2018 Equity Incentive Plan, as amended | 457(c) and 457(h)(1) | 2,700,000 shares (7) | \$7.10 (5) | \$19,170,000.00 (5) | 0.0001476 | \$2,829.49 |
| Total Offering Amounts | | | | | \$22,617,420.00 | | \$3,338.33 |
| Total Fee Offsets | | | | | | | \$0.00 |
| Net Fee Due | | | | | | | \$3,338.33 |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "**Securities Act**"), this registration statement shall also cover any additional shares of the Registrant's common stock that may become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Represents shares of the Registrant's common stock reserved for issuance upon the exercise of outstanding stock options granted outside the Traverre Therapeutics, Inc. 2018 Equity Incentive Plan, as amended (the "**2018 Plan**"), but pursuant to the terms of the 2018 Plan as if such stock options were granted under the 2018 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.
- (3) Represents shares of the Registrant's common stock reserved for issuance upon the vesting of outstanding restricted stock units granted outside the 2018 Plan but pursuant to the terms of the 2018 Plan as if such restricted stock units were granted under the 2018 Plan, as inducement grants pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules.
- (4) This estimate is made pursuant to Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based on the weighted average exercise price for the Registrant's common stock subject to outstanding stock options (rounded to the nearest cent).
- (5) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's common stock on June 10, 2024, as reported on the Nasdaq Global Market (rounded to the nearest cent).
- (6) Represents shares of the Registrant's common stock that were automatically added to the shares authorized for issuance under the Registrant's 2017 Employee Stock Purchase Plan (the "**ESPP**") on January 1, 2024 pursuant to an "evergreen" provision contained in the ESPP. Pursuant to such provision, on January 1st of each year commencing in 2018 and ending on (and including) January 1, 2026, the number of shares authorized for issuance under the ESPP is automatically increased by a number equal to the lesser of (i) one percent (1%) of the total number of shares of common stock outstanding on December 31st of the preceding calendar year, and (ii) three hundred thousand (300,000) shares of common stock. Notwithstanding the foregoing, the Registrant's Board of Directors may act prior to the first day of any calendar year to provide that there will be no January 1st increase in the share reserve for such calendar year or that the increase in the share reserve for such calendar year will be a lesser number of shares of common stock than would otherwise occur pursuant to the preceding sentence.
- (7) Represents 2,700,000 shares of the Registrant's common stock that were added to the 2018 Plan pursuant to a share reserve increase approved by the Registrant's stockholders on May 8, 2024.



Jason L. Kent
+1 212 479 6044
jkent@cooley.com

June 14, 2024

Travere Therapeutics, Inc.
3611 Valley Centre Drive, Suite 300
San Diego, CA 92130

Ladies and Gentlemen:

We have acted as counsel to Travere Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 3,185,200 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share ("**Common Stock**"), consisting of (i) 185,200 shares of Common Stock issuable pursuant to inducement awards granted by the Company (the "**Inducement Awards**"), (ii) 300,000 shares of Common Stock reserved for issuance pursuant to the Company's 2017 Employee Stock Purchase Plan (the "**ESPP**") and (iii) 2,700,000 shares of Common Stock reserved for issuance pursuant to the Company's 2018 Equity Incentive Plan (together with the Inducement Awards and the ESPP, the "**Plans**").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Plans, the Company's certificate of incorporation and bylaws, each as currently in effect, and such other records, documents, certificates, memoranda and instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials, and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and the related prospectuses, will be validly issued, fully paid and nonassessable (except as to Shares issued pursuant to deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Jason L. Kent
Jason L. Kent

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Inducement Awards, the Travers Therapeutics, Inc. 2017 Employee Stock Purchase Plan, and the Travers Therapeutics, Inc. 2018 Equity Incentive Plan, as amended, of our reports dated February 20, 2024, with respect to the consolidated financial statements of Travers Therapeutics, Inc. and the effectiveness of internal control over financial reporting of Travers Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California
June 14, 2024

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement of our report dated February 23, 2023, except for the effects of discontinued operations discussed in Notes 1 and 19, as to which the date is February 20, 2024, relating to the consolidated financial statements of Travers Therapeutics, Inc. (the Company) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ BDO USA, P.C.

San Diego, California
June 14, 2024