

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

VERU INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State of Incorporation)

39-1144397
(I.R.S. Employer
Identification No.)

**4400 Biscayne Blvd, Suite 888
Miami, Florida 33137-3212**
(Address of principal executive offices) (Zip Code)

**VERU INC.
2018 EQUITY INCENTIVE PLAN**
(Full title of the plan)

Mitchell S. Steiner, M.D.
Chairman, President and Chief Executive Officer
4400 Biscayne Blvd., Suite 888
Miami, Florida 33137
(305) 509-6897

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

Copy to:

Benjamin G. Lombard, Esq.
Reinhart Boerner Van Deuren s.c.
1000 North Water Street
Suite 1700
Milwaukee, Wisconsin 53202
(414) 298-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-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

Non-accelerated filer

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 or comply 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 | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.01 par value per share | 4,000,000 (1) | \$1.57 (2) | \$6,280,000 (2) | \$761.14 (2) |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock which become issuable under the Veru Inc. 2018 Equity Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration by Veru Inc. (the "Registrant") which results in an increase in the number of the outstanding shares of the Registrant's Common Stock.
- (2) For the purpose of computing the registration fee, the Registrant has used \$1.57 as the average of the high and low prices of the Common Stock as reported on May 9, 2019 on the NASDAQ Capital Market for the offering price per share, in accordance with Rule 457(c) and (h) under the Securities Act. The actual offering price will be determined in accordance with the terms of the Plan.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's Common Stock made available under the Veru Inc. 2018 Equity Incentive Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statement on Form S-8 (Registration No. 333-228789) effective December 13, 2018 are incorporated by reference and made a part hereof.

Item 8. Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 4.1 | <u>Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form SB-2 (File No. 333-89273) filed with the Commission on October 19, 1999).</u> |
| 4.2 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation increasing the number of authorized shares of common stock to 27,000,000 shares (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form SB-2 (File No. 333-46314) filed with the Commission on September 21, 2000).</u> |
| 4.3 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation increasing the number of authorized shares of common stock to 35,500,000 shares (incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form SB-2 (File No. 333-99285) filed with the Commission on September 6, 2002).</u> |
| 4.4 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation increasing the number of authorized shares of common stock to 38,500,000 shares (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-QSB (File No. 1-13602) filed with the Commission on May 15, 2003).</u> |
| 4.5 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation designating the terms and preferences for the Class A Preferred Stock – Series 3 (incorporated by reference to Exhibit 3.5 to the Registrant's Quarterly Report on Form 10-QSB (File No. 1-13602) filed with the Commission on May 17, 2004).</u> |
| 4.6 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation designating the terms and preferences for the Class A Preferred Stock – Series 4 (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on November 2, 2016).</u> |
| 4.7 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation increasing the number of authorized shares of common stock to 77,000,000 shares (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on August 1, 2017).</u> |
| 4.8 | <u>Articles of Amendment to Amended and Restated Articles of Incorporation increasing the number of authorized shares of common stock to 154,000,000 shares (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on March 29, 2019).</u> |
| 4.9 | <u>Amended and Restated By-Laws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on May 4, 2018).</u> |
| 5.1 | <u>Opinion of Reinhart Boerner Van Deuren s.c.</u> |
| 23.1 | <u>Consent of RSM US LLP.</u> |
| 23.2 | <u>Consent of Reinhart Boerner Van Deuren s.c. (included in Exhibit 5.1 to this Registration Statement).</u> |

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|--|
| 99.1 | <u>Veru Inc. 2018 Equity Incentive Plan (as amended and restated effective March 26, 2019) (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on March 29, 2019).</u> |
| 99.2 | <u>Form of Non-Qualified Stock Option Grant Agreement under Veru Inc. 2018 Equity Incentive Plan. (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 1-13602) filed with the Commission on March 26, 2018).</u> |

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 Miami, State of Florida on May 15, 2019.

VERU INC.

BY /s/ Mitchell S. Steiner
Mitchell S. Steiner, Chairman, President and Chief
Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby appoints Mitchell S. Steiner and Michele Greco, and each of them individually, as his or her true and lawful attorney-in-fact and agent, with power to act with or without the other and with full power of substitution and resubstitution, in any and all capacities, to sign any or all amendments (including post-effective amendments) to the Registration Statement and 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully 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 on behalf of the Registrant in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|--------------|
| <u>/s/ Mitchell S. Steiner</u> Mitchell S. Steiner | Chairman, President, Chief Executive Officer and Director (Principal Executive Officer) | May 15, 2019 |
| <u>/s/ Mario Eisenberger</u> Mario Eisenberger | Director | May 15, 2019 |
| <u>/s/ Harry Fisch</u> Harry Fisch | Vice Chairman of the Board and Director | May 15, 2019 |
| <u>/s/ Michael L. Rankowitz</u> Michael L. Rankowitz | Director | May 15, 2019 |
| <u>/s/ Jesus Socorro</u> Jesus Socorro | Director | May 15, 2019 |
| <u>/s/ Michele Greco</u> Michele Greco | Chief Financial Officer and Chief Administrative Officer (Principal Financial and Accounting Officer) | May 15, 2019 |



Reinhart Boerner Van Deuren s.c.
P.O. Box 2965
Milwaukee, WI 53201-2965

1000 North Water Street
Suite 1700
Milwaukee, WI 53202

Telephone: 414-298-1000
Facsimile: 414-298-8097
reinhartlaw.com

May 15, 2019

Veru Inc.
4400 Biscayne Blvd., Suite 888
Miami, FL 33137-3212

Ladies and Gentlemen:

We are providing this opinion in connection with the Registration Statement of Veru Inc., a Wisconsin corporation (the "Company"), on FormS-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by the Company of up to an additional 4,000,000 shares of Company common stock, \$0.01 par value per share (the "Shares"), pursuant to the provisions of Veru Inc. 2018 Equity Incentive Plan, as amended (the "Plan").

We have examined (1) the Registration Statement; (2) the Company's Amended and Restated Articles of Incorporation and Amended and Restated By-Laws, in each case as amended to date; (3) the Plan; (4) the corporate proceedings relating to the adoption of the Plan, and any amendment thereto, the issuance of the Shares and the organization of the Company; and (5) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that the Shares, when issued as and for the consideration contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of section 11 of the Act, or that we come within the category of persons whose consent is required by section 7 of the Act.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY /s/ Benjamin G. Lombard
Benjamin G. Lombard

Milwaukee • Madison • Waukesha • Rockford, IL
Chicago, IL • Phoenix, AZ • Denver, CO

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on FormS-8 of Veru Inc. of our report dated December 13, 2018 relating to the consolidated financial statements of Veru Inc. appearing in the Annual Report on Form 10-K of Veru Inc. for the year ended September 30, 2018.

/s/ RSM US LLP

Chicago, Illinois
May 15, 2019