

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**NABRIVA THERAPEUTICS PLC**

(Exact Name of Registrant as Specified in Its Charter)

**Ireland**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**Not applicable**  
(I.R.S. Employer  
Identification No.)

**25-28 North Wall Quay,  
IFSC, Dublin 1, Ireland**  
(Address of Principal Executive Offices)

**Not applicable**  
(Zip Code)

**2018 Employee Share Purchase Plan**  
(Full Title of the Plan)

**Theodore Schroeder  
Chief Executive Officer  
Nabriva Therapeutics plc  
1000 Continental Drive, Suite 600  
King of Prussia, PA 19406  
(610) 816-6640**

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

**Copies to:**

**Brian A. Johnson**  
Wilmer Cutler Pickering Hale and Dorr LLP  
7 World Trade Center  
250 Greenwich Street  
New York, NY 10007  
(212) 230-8800

**Robert Crotty**  
General Counsel  
Nabriva Therapeutics plc  
1000 Continental Drive, Suite 600  
King of Prussia, PA 19406  
(610) 816-6640

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 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
Ordinary Shares, nominal value \$0.01 per share	500,000 shares	\$ 2.04(2)	\$ 1,020,000(2)	\$ 123.63

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from share splits, share dividends or similar transactions.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act. The price per share and aggregate offering price are calculated on the basis of \$2.04, the average of the high and low sale price of the registrant's Ordinary Shares on the Nasdaq Global Market on October 26, 2018, in accordance with Rule 457(c) under the Securities Act.
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**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

The information required by Item 1 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act").

**Item 2. Registrant Information and Employee Plan Annual Information.**

The written statement required by Item 2 is included in documents sent or given to participants in the plan covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this registration statement by reference:

(a) The registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Exchange Act or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act that contains audited financial statements for the registrant's latest fiscal year for which such statements have been filed.

(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 document referred to in (a) above.

(c) The description of the registrant's ordinary shares included under the caption "Description of the Ordinary Shares" in the prospectus dated May 23, 2017, which was filed on May 23, 2017 and is part of the Registration Statement on Form S-4 originally filed with the Commission on April 14, 2017 (Registration no. 333-217315), including any amendments or supplements thereto.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this registration statement and prior to the filing of a post-effective amendment to this registration statement 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 herein and to be a part of this registration statement from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The articles of association of the registrant contain indemnification for the benefit of its directors, company secretary and executive officers (and those of other group entities and affiliates) to the fullest extent permitted by Irish law. However, as to the directors and company secretary of the registrant, this indemnity is limited under Irish law, which provides that a company may not exempt its directors or company secretary from liability for any negligence, default, breach of duty or breach of trust. The Irish Companies Act prescribes that an advance commitment to indemnify only permits a company to pay the costs or to discharge the liability of a director or company secretary where judgment is given in favor of the director or company secretary in any civil or criminal action in respect of such costs or liability, or where an Irish court grants relief because the director or company secretary acted honestly and reasonably and ought fairly to be excused. Any provision whereby an Irish company seeks to commit in advance to indemnify its directors or company secretary over and above the limitations imposed by the Irish Companies Act will be void, whether contained in its articles of association or any contract between the company and its director or company secretary. This restriction does not apply to the registrant's executive officers who are not members of its Board of Directors or its company secretary.

The registrant has entered into indemnification agreements with each of its directors and officers. Subject to the provisions of the Irish Companies Act, these indemnification agreements require the registrant, among other things, to indemnify its directors and officers for certain expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by a director or officer in any action or proceeding arising out of his or her service as one of its directors or officers, or any of its subsidiaries or any other company or enterprise to which the person provides services at the registrant's request.

The registrant provides directors' and officers' liability insurance for its directors and executive officers against civil liabilities, which they may incur in connection with their activities on its behalf, including insurance coverage against liabilities under the Securities Act.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Number</b>	<b>Description</b>
4.1	<a href="#"><u>Memorandum and Articles of Association of the registrant (incorporated herein by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K, filed with the Commission on June 26, 2017 (File No. 001-38132))</u></a>
5.1	<a href="#"><u>Opinion of A&amp;L Goodbody</u></a>
23.1	<a href="#"><u>Consent of A&amp;L Goodbody (included in Exhibit 5.1)</u></a>
23.2	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm</u></a>
23.3	<a href="#"><u>Consent of PwC Wirtschaftsprüfung GmbH, Independent Registered Public Accounting Firm</u></a>
23.4	<a href="#"><u>Consent of Ernst &amp; Young LLP, Independent Auditors</u></a>
24	<a href="#"><u>Power of attorney (included on the signature pages of this registration statement)</u></a>
99.1	<a href="#"><u>2018 Employee Share Purchase Plan (incorporated herein by reference to Appendix A to the registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on June 19, 2018 (File No. 001-37558))</u></a>

**Item 9. Undertakings.**

1. 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; and

(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 (i) and (ii) do not apply if 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.

(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.

2. 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.

3. 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, 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 Dublin, Ireland, on October 31, 2018.

### NABRIVA THERAPEUTICS PLC

By: /s/ Theodore Schroeder  
Theodore Schroeder  
Chief Executive Officer

### POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Nabriva Therapeutics plc, hereby severally constitute and appoint Theodore Schroeder and Gary Sender, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Nabriva Therapeutics plc to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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/ Theodore Schroeder</u> Theodore Schroeder	Chief Executive Officer and Director (Principal Executive Officer)	October 31, 2018
<u>/s/ Gary Sender</u> Gary Sender	Chief Financial Officer (Principal Financial and Accounting Officer)	October 31, 2018
<u>/s/ Daniel Burgess</u> Daniel Burgess	Chairman of the Board	October 31, 2018
<u>/s/ Colin Broom</u> Colin Broom	Director	October 31, 2018
<u>/s/ George H. Talbot</u> George H. Talbot	Director	October 31, 2018
<u>/s/ Charles Rowland, Jr.</u> Charles Rowland, Jr.	Director	October 31, 2018

/s/ Stephen Webster  
Stephen Webster

Director

October 31, 2018

/s/ Mark Corrigan  
Mark Corrigan

Director

October 31, 2018

/s/ Carrie Bourdow  
Carrie Bourdow

Director

October 31, 2018

NABRIVA THERAPEUTICS PLC  
Authorized Representative in the United States

By: /s/ Theodore Schroeder  
Name: Theodore Schroeder  
Title: Chief Executive Officer



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 Dx: 29 Dublin | www.algoodbody.com

Dublin  
 Belfast  
 London  
 New York  
 San Francisco  
 Palo Alto

Date | 31 October 2018

Our Ref | RML/AH 01423776

Nabriva Therapeutics plc  
 25-28 North Wall Quay  
 IFSC  
 Dublin 1  
 Ireland

**Nabriva Therapeutics plc (the Company)**

Dear Sirs

We are acting as Irish counsel to the Company, a public limited company incorporated under the laws of Ireland (registration number 599588), in connection with the proposed registration by the Company of 500,000 ordinary shares of the Company, nominal value \$0.01 per share (the **Shares**), pursuant to a Registration Statement on Form S-8 (the **Registration Statement**) to be filed by the Company with the U.S. Securities and Exchange Commission (**SEC**) under the Securities Act of 1933, as amended. The Shares are issuable under the Company's 2018 Employee Share Purchase Plan, as adopted by the Company's shareholders on August 1, 2018 (the **Plan**, including any amendments, restatements or sub-plans thereof).

In connection with this Opinion, we have reviewed copies of such corporate records of the Company as we have deemed necessary as a basis for the opinion hereinafter expressed. In rendering this opinion, we have examined and have assumed the truth and accuracy of the contents of such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the truth and accuracy of the information contained in such documents, the genuineness of all the signatures, 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 documents.

We have further assumed:

1. that as of today's date and at each time Shares are issued, none of the resolutions and authorities of the shareholders or directors of the Company upon which we have relied have been varied, amended or revoked in any respect or have expired, and that the Shares will be issued in accordance with such resolutions and authorities and the terms of the Plan;
2. that at each time Shares will be issued, the Company will then have sufficient authorised but unissued share capital to allow for the issue of such Shares;
3. that any issue of Shares pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares of cash at least equal to the nominal value of such Shares and that where Shares are issued under a Plan without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such Shares shall either be fully paid up by

PM Law • CE Gill • JG Grennan • J Coman • PD White • VJ Power • LA Kennedy • SM Doggett • B McDermott • C Duffy • PV Maher • S O'Riordan • MP McKenna • KA Feeney M Sherlock • EP Conlon • E MacNeill • KP Allen • EA Roberts • C Rogers • G O'Toole • JN Kelly • N O'Sullivan • MJ Ward • AC Burke • D Widger • C Christle • S O'Croinin • JW Yarr • DR Baxter A McCarthy • JF Whelan • JB Somerville • MF Barr • AM Curran • A Roberts • M Dale • RM Moore • D Main • J Cahir • M Traynor • PM Murray • P Walker • K Furlong • PT Fahy • M Rasdale D Inverarity • M Coghlan • DR Francis • A Casey • B Hosty • M O'Brien • K Killalea • L Mulleady • K Ryan • E Hurley • G Stanley • D Dagostino • C Clarkin • R Grey • R Lyons • J Sheehy • C Morrissey C McLoughlin • C Carroll • SE Carson • P Diggin • J Williams • A O'Beirne • MD Cole • G Conheady • J Dallas • SM Lynch • M McElhinney • C Owens • AD Ion • K O'Connor • JH Milne • T Casey • M Doyle CJ Comerford • R Marron • D Berkery

Consultants: SW Haughey • Professor JCW Wylie • AF Browne • MA Greene • AV Fanagan • JA O'Farrell • IB Moore



the Company or one of its subsidiaries within the time permitted by Section 1027 of the Companies Act 2014 of Ireland (the **Act**) (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by Section 82(6) and 1043 of the Act) or issued for consideration as set out in Section 1028(2) of the Act;

4. that the filing of the Registration Statement with the SEC has been authorised by all necessary actions under all applicable laws other than Irish law;
5. that when filed with the SEC, the Registration Statement will not differ in any material respect from the drafts that we have examined;
6. that at the time of the grant by any committee of the board of directors of the Company, or any other duly authorised representative of the Company, of an award or other allotment and issue of a Share under the Plan, that such committee has been duly constituted and remains a duly constituted committee of the board of directors of the Company having the necessary powers and authorities to grant awards and issue the Shares and in the case of an authorised representative, that such person has the necessary powers and authorities to grant awards and issue the Shares; and
7. the absence of fraud on the part of the Company and its respective officers, employees, agents and advisors.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within qualifications and assumptions, and provided that the Registration Statement has become effective, we are of the opinion that the Shares have been duly authorised and, when issued (and, if required, paid for in either cash or services or otherwise) in accordance with the Plan, will be validly issued, fully paid and not subject to calls for any additional payments (“non-assessable”) (except for Shares issued pursuant to deferred payment arrangements, which shall be fully paid upon the satisfaction of such payment obligations).

In rendering this opinion we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof. This Opinion speaks only as of its date. We are not under any obligation to update this Opinion from time to time, nor to notify you of any change of law, facts or circumstances referred to or relied upon in the giving of this Opinion.

This Opinion is given solely for the benefit of the addressee of this Opinion and may not be relied upon by any other person without our prior written consent, provided, however, that it may be relied upon by persons entitled to rely on it pursuant to applicable provisions of US federal securities laws.

This Opinion is also strictly confined to the matters expressly stated herein and is not to be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion with the SEC as an exhibit to the Registration Statement.

The Opinion is governed by and construed in accordance with the laws of Ireland.

Yours faithfully

/s/ A&L Goodbody

**A&L Goodbody**

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Nabriva Therapeutics plc:

We consent to the use of our report dated March 16, 2018, with respect to the consolidated balance sheets of Nabriva Therapeutics plc as of December 31, 2016 and 2017, and the related consolidated statements of operations and comprehensive income (loss), changes in stockholders' equity (deficit), and cash flows for the years then ended, and the related notes (collectively, the "consolidated financial statements"), incorporated herein by reference.

Our report dated March 16, 2018 contains an explanatory paragraph that states that Nabriva Therapeutics plc has incurred recurring losses and negative cash flows from operations that raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
October 31, 2018

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2017 relating to the financial statements, which appears in Nabriva Therapeutics plc's (formerly known as Nabriva Therapeutics AG) Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ Alexandra Rester  
Austrian Certified Public Accountant

PwC Wirtschaftsprüfung GmbH

Vienna, Austria  
October 31, 2018

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CONSENT OF ERNST & YOUNG, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2018 Employee Share Purchase Plan of Nabriva Therapeutics plc of our report dated May 18, 2018, with respect to the financial statements of Zavante Therapeutics, Inc. included in Nabriva Therapeutics plc's Current Report on Form 8-K dated July 25, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Diego, California  
October 31, 2018

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