

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

**FORM S-8**

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

**ALKERMES PUBLIC LIMITED COMPANY**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction of incorporation or organization)

**98-1007018**  
(I.R.S. Employer Identification No.)

**Connaught House  
1 Burlington Road  
Dublin 4, Ireland**  
(Address of principal executive offices)

**ALKERMES PLC 2011 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED**  
(Full title of the plan)

**Kathryn L. Biberstein, Esq.  
David J. Gaffin, Esq.  
Alkermes plc  
Connaught House  
1 Burlington Road  
Dublin 4, Ireland**  
(Name and address of agent for service)

**Telephone: +353-1-772-8000**  
(Telephone number, including area code, of agent for service)

**Please send copies of all communications to:**

**Mitchell S. Bloom, Esq.  
Robert E. Puopolo, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210  
Telephone: 617-570-1000**

and

**Christopher McLaughlin**  
Arthur Cox, Earlsfort Centre, Earlsfort  
Terrace, Dublin 2, Ireland  
Telephone: +353 1 618 0000

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. (Check one):

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Ordinary Shares, par value \$0.01 per share	8,899,500	\$ 55.55	\$ 494,367,225.00	\$ 57,297.16

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also be deemed to cover an indeterminate number of additional Ordinary Shares, par value \$0.01 per share of the Registrant ("Shares") issuable in the event the number of outstanding Shares of the Registrant is increased by split-up, reclassification, stock dividend, recapitalization, and similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high (\$56.73) and low (\$54.37) prices of the Shares as reported on the NASDAQ Global Select Market on December 2, 2016.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional Shares of the Registrant which may be acquired pursuant to the Alkermes plc 2011 Stock Option and Incentive Plan, as amended (the "Plan"). The securities subject to this Registration Statement are of the same class of the Registrant for which the Registrant previously filed Registration Statements on Form S-8 under the Securities Act on February 16, 2012 (File No. 333-179545), October 26, 2012 (File No. 333-184621), and December 5, 2014 (File No. 333-200777). Accordingly, the contents of the Registrant's Registration Statements on Form S-8, File No. 333-179545, File No. 333-184621, and File No. 333-200777, as filed with the United States Securities and Exchange Commission (the "Commission"), are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents are hereby incorporated by reference in this Registration Statement (other than portions of those documents furnished or otherwise not deemed to be filed but including XBRL-related documents furnished or filed as exhibits with the Form 10-K and Forms 10-Q listed below):

- (i) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the Commission on February 25, 2016;
- (ii) The Registrant's Quarterly Report on Form 10-Q for the three months ended March 31, 2016 filed with the Commission on April 28, 2016; the Registrant's Quarterly Report on Form 10-Q for the three months ended June 30, 2016 filed with the Commission on July 28, 2016; and the Registrant's Quarterly Report on Form 10-Q for the three months ended September 30, 2016 filed with the Commission on November 2, 2016;
- (iii) The Registrant's Current Reports on Forms 8-K filed with the Commission on May 26, 2016 (as amended by Form 8-K/A filed with the Commission on September 20, 2016); June 2, 2016; June 8, 2016; July 29, 2016; October 13, 2016; October 20, 2016 (as to Item 8.01); and December 2, 2016; and
- (iv) The description of the Shares set forth under the caption "Description of New Alkermes Ordinary Shares" in the Registrant's Proxy Statement/Prospectus which constitutes a part of the Registration Statement on Form S-4 filed with the Commission on June 23, 2011 (File No. 333-175078), including any prospectus relating thereto filed pursuant to Rule 424(b) under the Securities Act, together with any amendment or report filed with the Commission for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing such documents. Any statement contained herein or in a document incorporated by reference 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 such statement is modified or superseded by any other subsequently filed document which is incorporated or is deemed to be incorporated by reference herein. 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 8. Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Alkermes plc 2011 Stock Option and Incentive Plan, as amended (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 26, 2016 (File No. 001-35299)).
5.1	Opinion of Arthur Cox, Solicitors, as to the legality of the securities being registered (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).

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23.2	Consent of Arthur Cox, Solicitors (included in Exhibit 5.1 filed herewith).
24	Power of Attorney (included in signature page).

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## 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,

ALKERMES PLC

By: /s/ Shane M. Cooke  
 Name: Shane M. Cooke  
 Title: President

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of the Registrant hereby severally constitute and appoint Richard F. Pops and James M. Frates, and each of them, our true and lawful attorney-in-fact, with full power of substitution, to sign for us and in our names and the capacities indicated below, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, with exhibits thereto and all other documents in connection therewith, and generally to do or cause to be done by virtue hereof all things in our names and on our behalf in such capacities to enable the Registrant to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission.

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/ Richard F. Pops</u> <b>Richard F. Pops</b>	Chairman and Chief Executive Officer (Principal Executive Officer)	December 7, 2016
<u>/s/ James M. Frates</u> <b>James M. Frates</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 7, 2016
<u>/s/ Iain M. Brown</u> <b>Iain M. Brown</b>	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	December 7, 2016
<u>/s/ David W. Anstice</u> <b>David W. Anstice</b>	Director	December 7, 2016
<u>/s/ Floyd E. Bloom, M.D.</u> <b>Floyd E. Bloom, M.D.</b>	Director	December 7, 2016
<u>/s/ Robert A. Breyer</u> <b>Robert A. Breyer</b>	Director	December 7, 2016
<u>/s/ Wendy L. Dixon, Ph.D.</u> <b>Wendy L. Dixon, Ph.D.</b>	Director	December 7, 2016
<u>/s/ Paul J. Mitchell</u> <b>Paul J. Mitchell</b>	Director	December 7, 2016
<u>/s/ Nancy L. Snyderman, M.D.</u> <b>Nancy L. Snyderman, M.D.</b>	Director	December 7, 2016

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<u>/s/ Nancy J. Wysenski</u> <b>Nancy J. Wysenski</b>	Director	December 7, 2016
<u>/s/ David J. Gaffin</u> <b>David J. Gaffin</b>	Authorized Representative in the U.S. Alkermes, Inc. (Senior Vice President, Chief Legal Officer)	December 7, 2016

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**INDEX TO EXHIBITS**

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5.1	Opinion of Arthur Cox, Solicitors, as to the legality of the securities being registered (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (filed herewith).

23.2 Consent of Arthur Cox, Solicitors (included in Exhibit 5.1 filed herewith).

24 Power of Attorney (included in signature page).

7 December 2016

To: Board of Directors  
Alkermes plc  
Connaught House  
Burlington Road  
Dublin 4  
Ireland

Re: Alkermes plc - registration statement on Form S-8 in relation to the Alkermes plc 2011  
Stock Option and Incentive Plan, as amended

Dear Sirs

## 1. Basis of Opinion

- 1.1 We are acting as Irish counsel to Alkermes plc, registered number 498284, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Connaught House, 1 Burlington Road, Dublin 4 (the “**Company**”), in connection with the registration statement on Form S-8 to be filed with the United States Securities and Exchange Commission (the “**SEC**”) on the date hereof (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), with respect to up to 8,899,500 ordinary shares with nominal value US\$0.01 per share of the Company (the “**Shares**”) that may be delivered pursuant to the Company’s 2011 Stock Option and Incentive Plan, as amended (the “**Plan**”).
- 1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof. In particular, we express no opinion on the laws of the European Union as they affect any jurisdiction other than Ireland. We have assumed without investigation that insofar as the laws of any jurisdiction other than Ireland are relevant, such laws do not prohibit and are not inconsistent with any of the obligations or rights expressed in the Plan Documents (as defined in the Schedule) or the transactions contemplated thereby.
- 1.3 This Opinion is also strictly confined to:
- (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;
  - (b) the Plan Documents (as defined in the Schedule); and
  - (c) the Searches (as defined at 1.7 below),
- and is subject to the assumptions and qualifications set out below.
- 1.4 We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plan or the Shares other than the Plan Documents.
- 1.5 In giving this Opinion, we have relied upon the Corporate Certificate (as defined in the Schedule to this Opinion) and the Searches and we give this Opinion expressly on the terms that no further investigation or diligence in respect of any matter referred to in the Corporate Certificate or the Searches is required of us.
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- 1.6 For the purpose of giving this Opinion, we have examined copies sent to us by email in pdf or other electronic format of the Plan Documents.
- 1.7 For the purpose of giving this Opinion, we have caused to be made legal searches against the Company on 7 December 2016 (together the “**Searches**”):
- (a) on the file of the Company maintained by the Registrar of Companies in the Irish Companies Registration Office for mortgages, debentures or similar charges or notices thereof and for the appointment of any examiner, receiver or liquidator;
  - (b) in the Judgments Office of the High Court for unsatisfied judgments, orders, decrees and the like for the twelve years immediately preceding the date of the search;
  - (c) in the Central Office of the High Court for any petitions filed in respect of the Company; and
  - (d) in the Central Office of the High Court for any proceedings filed by or against the Company in the five years immediately preceding the date of the search.
- 1.8 This Opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof. This Opinion speaks only as of its date. We assume no obligation to update this Opinion at any time in the future or to advise you of any change in law, change in interpretation of law which may occur after the date of this Opinion.

## 2. Opinion

Subject to the assumptions and qualifications set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 The Company is a public company limited by shares, is duly incorporated and validly existing under the laws of Ireland and has the requisite corporate authority to issue the Shares.
- 2.2 When the Shares have been issued (and, if required, paid for in cash) pursuant to and in accordance with the terms and conditions referred to or summarised in the applicable resolutions and the Plan, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such Shares).

### 3. Assumptions

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

#### *The Registration Statement and the Plan*

- 3.1 that when filed with the SEC, the Registration Statement for the Plan will not differ in any material respect from the latest draft that we have examined;
- 3.2 that any awards granted 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

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pursuant thereto of cash at least equal to the nominal value of such Shares and any premium required to be paid up on the Shares pursuant to their terms of issue and that where Shares are issued under the 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 the Company or one of its subsidiaries within the time permitted by section 1027(1) of the Companies Act 2014 (as amended) (the “**Companies Act**”) (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by sections 82(6) and 1043(1) of the Companies Act or issued for consideration as set out in section 1028(2) of the Companies Act);

- 3.3 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;
- 3.4 that the exercise of any options and rights granted under the Plan and the issue of the Shares upon exercise of such options and rights (and the issue of the Shares in connection with any other awards granted under the Plan) will be conducted in accordance with the terms and the procedures described in the Plan and the applicable award agreement;
- 3.5 that as at the time of the issuance of the Shares, such issuance shall not be in contravention or breach of any agreement, undertaking, arrangement, deed or covenant affecting the Company or to which the Company is a party or otherwise bound or subject;
- 3.6 that the Company has sufficient authorised but unissued share capital to issue the required number of Shares to be delivered to the recipients of any awards granted under the Plan;

#### *Authenticity and bona fides*

- 3.7 the completeness and authenticity of all documents submitted to us as originals or copies of originals and (in the case of copies) conformity to the originals of copy documents and the genuineness of all signatories, stamps and seals thereon;
- 3.8 where incomplete Plan Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Plan Documents correspond in all respects with the last draft of the complete Plan Documents submitted to us;
- 3.9 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;
- 3.10 that the Memorandum and Articles of Association of the Company amended on 25 May 2016 are the current Memorandum and Articles of Association of the Company, are up to date and have not been amended or superseded and that there are no other terms governing the Shares other than the those set out in the Memorandum and Articles of Association of the Company;
- 3.11 that there is, at the relevant time of the allotment and issue of the Shares, no matter affecting the authority of the Directors to issue and allot the Shares, not disclosed by the Memorandum and Articles of Association or the resolutions produced to us,

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which would have any adverse implications in relation to the opinions expressed in this Opinion;

#### *Accuracy of searches and warranties*

- 3.12 the accuracy and completeness of the information disclosed in the Searches is accurate as of the date of this Opinion and that such information has not since the time of such search or enquiry been altered. It should be noted that (a) the matters disclosed in the Searches may not present a complete summary of the actual position on the matters we have caused searches to be conducted for, (b) the position

reflected by the Searches may not be fully up-to-date and (c) searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company or its assets and, accordingly, it is assumed that the Searches correctly reflect that (i) no receiver, liquidator or examiner or other similar officer has been appointed in relation to the Company or any of its assets or undertakings; (ii) no petition for the making of a winding-up order or the appointment of an examiner or any similar officer has been presented in relation to the Company; (iii) no insolvency proceedings have been opened or been requested to be opened in relation to the Company; and (iv) the Company is as at the date of this Opinion able to pay its debts as they fall due within the meaning of sections 509(3) and 570 of the Companies Act;

3.13 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Plan Documents; and

#### *Commercial Benefit*

3.14 that the Plan Documents have been entered into for bona fide commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interests and for their respective corporate benefit.

#### 4. **Disclosure**

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of person whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Arthur Cox  
ARTHUR COX

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### **SCHEDULE**

#### **The Plan Documents**

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC;
2. A copy of the Plan;
3. A copy of the Registration Statement on Form S-8 (Registration Number 333-179545) filed on 16 February 2012;
4. A copy of the Registration Statement on Form S-8 (Registration Number 333-184621) filed on 26 October 2012;
5. A copy of the Registration Statement on Form S-8 (Registration Number 333-200777) filed on 5 December 2014;
6. A copy of the resolution of the board of directors of the Company regarding the approval of, among other things, the adoption of the Plan and authorising the directors to take any actions and prepare any documents that are necessary to implement the Plan, subject in the case of the Plan to the requirements of any applicable regulator, including the SEC, dated 16 September 2011;
7. A copy of the shareholders' resolution of the Company regarding the approval and adoption of, among other things, the Plan dated 16 September 2011;
8. A copy of the resolution of the board of directors of the Company regarding the approval and adoption of, among other things, the Plan dated 5 October 2011;
9. A copy of the resolution of the compensation committee of the board of directors of the Company regarding the approval and adoption of, among other things, the Plan dated 31 October 2011;
10. A copy of the resolution of the board of directors of the Company related to an increase in shares available under the Plan dated 16-17 May 2012;
11. A copy of the resolution of the compensation committee of the board of directors of the Company related to an increase in shares available under the Plan dated 15 June 2012;
12. A copy of the resolution of the board of directors of the Company related to an increase in shares available under the Plan dated 15-16 May 2013;
13. A copy of the resolution of the compensation committee of the board of directors of the Company related to an increase in shares available under the Plan dated 4 June 2013;
14. A copy of the resolution of the board of directors of the Company related to an increase in shares available under the Plan dated 26-27 February 2014;
15. A copy of the resolution of the compensation committee of the board of directors of the Company related to an increase in shares available under the Plan dated 7 April 2014;
16. A copy of the resolution of the board of directors of the Company related to an increase in shares available under the Plan dated 17-18 February 2016;

17. A copy of the resolution of the compensation committee of the board of directors of the Company related to an increase in shares available under the Plan dated 23 March 2016;

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  18. A corporate certificate of the Secretary of the Company dated 7 December 2016 (the “**Corporate Certificate**”) certifying, amongst other things: (A) the voting results regarding approval of: (i) the Plan by the shareholders of the Company at the extraordinary general meeting of the shareholders of the Company held on 8 December 2011; (ii) the amendment to the Plan increasing the number of Shares for issuance under the Plan by 4,200,000 at the annual general meeting of the shareholders of the Company held on 1 August 2012; (iii) the amendment to the Plan increasing the number of Shares for issuance under the Plan by 3,600,000 at the annual general meeting of the shareholders of the Company held on 1 August 2013; (iv) the amendment to the Plan increasing the number of Shares for issuance under the Plan by 3,600,000 at the annual general meeting of the shareholders of the Company held on 28 May 2014; (v) the amendment to the Plan increasing the number of Shares for issuance under the Plan by 8,899,500 at the annual general meeting of the shareholders of the Company held on 25 May 2016; and (vi) the granting of authority to the board of directors to allot shares up to an aggregate nominal value of US\$503,618 and to opt out of statutory pre-emption rights in respect of equity securities up to an aggregate nominal amount of US\$152,611 dated 25 May 2016; and, (B) that, amongst other things, the board of directors of the Company gave authority for the preparation, execution and filing of the Registration Statement at a meeting of the board of directors held on 14-15 September 2016;
  19. A copy of the Memorandum and Articles of Association of the Company in the form adopted by resolution of the shareholders of the Company on 25 May 2016;
  20. A copy of the Certificate of Incorporation of the Company dated 4 May 2011;
  21. A copy of the Certificate of Incorporation on re-registration as a public limited company dated 25 July 2011;
  22. A copy of the Certificate of Incorporation of Change of Name of the Company dated 14 September 2011; and
  23. Letter of Status from the Irish Companies Registration Office dated 7 December 2016.
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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 February 25, 2016 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Alkermes plc's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP  
Boston, Massachusetts  
December 7, 2016

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