

Jaguar Health, Inc.
Form S-8
August 14, 2017

As filed with the Securities and Exchange Commission on August 14, 2017

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Jaguar Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

46-2956775
(I.R.S. Employer
Identification No.)

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**201 Mission Street, Suite 2375
San Francisco, California 94105**

(Address of principal executive office) (Zip Code)

2014 Stock Incentive Plan

(Full title of the plan)

**Lisa A. Conte
Chief Executive Officer and President
Jaguar Health, Inc.
201 Mission Street, Suite 2375
San Francisco, California 94105
(415) 371-8300**

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

Copies to:

Donald C. Reinke

Craig P. Tanner
Reed Smith LLP
101 Second Street, Suite 1800
San Francisco, California 94105
(415) 543-8700

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
(Do not check if a smaller reporting company) Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.0001 par value per share	6,780,330	\$ 0.50(2)	\$ 3,390,165.00	\$ 392.92

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also includes an indeterminate number of additional shares that may become issuable under the plan set forth herein by reason of any stock split, stock dividend, recapitalization or other similar transactions as provided in the above-referenced plan.

(2) Estimated in accordance with Rules 457(c) and 457(h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$0.50 per share, which is the average of the high and low prices of the Registrant's common stock, as reported on the NASDAQ Capital Market, on August 10, 2017.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the **Registration Statement**) registers additional shares of common stock of Jaguar Health, Inc. (f/k/a Jaguar Animal Health, Inc.) (the **Registrant**) to be issued pursuant to Registrant's 2014 Stock Incentive Plan (the **Plan**). Registrant initially registered 333,333 shares of its common stock issuable under the Plan pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the **Commission**) on May 18, 2015 (File No. 333-204280) (the **Initial S-8**). Registrant registered an additional 1,712,498 shares of its common stock issuable under the Plan pursuant to the Registration Statement on Form S-8 filed with the Commission on December 23, 2016 (File No. 333-215303) (the **2016 S-8**, and together with the Initial S-8, the **Prior Registration Statements**).

The number of shares of Registrant's common stock available for grant and issuance under the Plan is subject to an annual evergreen provision increase on the first day of each fiscal year, for a period of not more than 5 years beginning on January 1st of the year following the year in which the Plan became effective, by (i) 2% of the total number of shares of Registrant's common stock outstanding on the last day of the preceding fiscal year, or (ii) a lesser number determined by Registrant's board of directors (the **Annual Increase**). As of January 1, 2017, the number of shares of Registrant's common stock available for grant and issuance under the Plan increased by 280,142 shares.

In addition, on March 28, 2017, Registrant's board of directors approved, subject to shareholder approval, an amendment to the Plan that increased the number of shares available for issuance under the Plan by 6,500,188 shares (the **Amendment**). Registrant's shareholders approved the Amendment on July 27, 2017.

Pursuant to the Annual Increase and the Amendment, the total number of shares of the Registrant's common stock available for grant and issuance under the Plan increased by 6,780,330 shares. Accordingly, the content of the Prior Registration Statements are incorporated herein by reference pursuant to General Instruction E of Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3.

Incorporation of Certain Documents by Reference

The following documents of Registrant filed with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

(a) Registrant's Annual Report on Form 10-K/A for its fiscal year ended December 31, 2016, filed on May 26, 2017 (Commission File No. 001-36714) (including information specifically incorporated by reference into the Registrant's Annual Report on Form 10-K from Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 17, 2017);

(b) Registrant's Quarterly Reports on Form 10-Q/A for its fiscal quarter ended March 31, 2017, filed on June 23, 2017 (Commission File No. 001-36714) and , for its fiscal quarter ended June 30, 2017, filed on August 9, 2017 (Commission File No. 001-36714);

(c) Registrant's Current Reports on Form 8-K, filed with the Commission on January 31, 2017, February 9, 2017, February 24, 2017, March 31, 2017, April 6, 2017, May 2, 2017, May 8, 2017, May 19, 2017, July 3, 2017, July 7, 2017, July 28, 2017, July 31, 2017, August 1, 2017 and August 4, 2017 (Commission File No. 001-36714); and

(d) The description of Registrant's common stock contained in Registrant's Registration Statement on Form 8-A (Registration No. 001-36714) filed with the Commission on October 30, 2014 under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained 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 amended, to constitute a part of this Registration Statement.

You may read and copy registration statements, reports, proxy statements and other information filed by Registrant at the public reference room maintained by the Commission at 100 F Street, N.E., Washington, D.C. 20549. You can call the Commission for further information about its public reference room at 1-800-732-0330. Such material is also available at the Commission's website at <http://www.sec.gov>.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

See Exhibit Index immediately following the Signature Pages.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Francisco, State of California, on this 14th day of August 2017.

JAGUAR HEALTH, INC.

By: /s/ Lisa A. Conte
Name: Lisa A. Conte
Title: Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitute and appoint Lisa A. Conte and Karen Wright, and each one of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in their 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 his or her substitute or substitutes, 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
/s/ Lisa A. Conte Lisa A. Conte	Chief Executive Officer, President, and Director (Principal Executive Officer)	August 14, 2017
/s/ Karen Wright Karen Wright	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 14, 2017
/s/ James J. Bochnowski James J. Bochnowski	Chairman of the Board of Directors	August 14, 2017
/s/ Jiahao Qiu Jiahao Qiu	Director	August 14, 2017

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/s/ Zhi Yang, Ph.D.
Zhi Yang, Ph.D.

Director

August 14, 2017

/s/ Folkert Kamphius
Folkert Kamphius

Director

August 14, 2017

John Micek III

Director

/s/ Ari Azhir
Ari Azhir

Director

August 14, 2017

EXHIBIT INDEX

Exhibit No.	Description
4.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Registrant's Form 8-K filed on August 1, 2017)
4.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Registrant's Form 8-K filed on May 18, 2015)
4.3	Specimen Common Stock Certificate of Jaguar Health, Inc. (incorporated by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-1/A (File No. 333-198383) filed on October 10, 2014)
5.1	Opinion of Reed Smith LLP
23.1	Consent of BDO USA, LLP, independent registered public accounting firm for Jaguar Health, Inc.
23.2	Consent of Macias Gini & O'Connell LLP, independent auditor for Napo Pharmaceuticals, Inc.
23.3	Consent of Reed Smith LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)
99.1	Jaguar Health, Inc. 2014 Stock Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed on June 20, 2016)