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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Ovid Therapeutics Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-5270895
(IRS employer
identification number)

1460 Broadway, Suite 15044
New York, New York
(Address of Principal Executive Offices)

10036
(Zip Code)

2017 Equity Incentive Plan
2017 Employee Stock Purchase Plan
(Full titles of the plans)

Jeremy M. Levin, DPhil, MB BChir
Chief Executive Officer
Ovid Therapeutics Inc.
1460 Broadway, Suite 15044
New York, New York 10036
(646) 661-7661

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

Copies to:

Thomas M. Perone
General Counsel and Secretary
Ovid Therapeutics Inc.
1460 Broadway, Suite 15044
New York, New York 10036
(646) 661-7661

Laura A. Berezin
Jaime L. Chase
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000

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
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
2017 Equity Incentive Plan (Common stock, \$0.001 par value per share)	1,232,705(2)	\$1.86(4)	\$2,292,831.30(4)	\$277.89
2017 Employee Stock Purchase Plan (Common stock, \$0.001 par value per share)	246,541(3)	\$1.86(4)	\$458,566.26(5)	\$55.58
TOTAL	1,479,246		\$2,751,397.56	\$333.47

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this Registration Statement shall also cover any additional shares of common stock that become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of Ovid Therapeutics Inc.’s (the “**Registrant**”) outstanding shares of common stock, par value \$0.001 per share (the “**Common Stock**”).
- (2) Represents additional shares of the Registrant’s Common Stock reserved for future grant under the Ovid Therapeutics Inc. 2017 Equity Incentive Plan (the “**2017 Plan**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2019 pursuant to the terms of the 2017 Plan. The 2017 Plan provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the 2017 Plan on January 1, from 2018 until the expiration of the 2017 Plan in an amount equal to the lesser of (a) 5% of the total number of shares of capital stock outstanding on December 31st of the preceding calendar year and (b) a number of shares of Common Stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (3) Represents additional shares of the Registrant’s Common Stock reserved for issuance under the Ovid Therapeutics Inc. 2017 Employee Stock Purchase Plan (the “**ESPP**”) as a result of the automatic increase in shares reserved thereunder on January 1, 2019 pursuant to the terms of the ESPP. The ESPP provides that an additional number of shares will automatically be added annually to the shares authorized for issuance under the ESPP on January 1, from 2018 until January 1, 2027. The number of shares added each year will be equal to the lesser of: (a) 1% of the total number of shares of the Registrant’s capital stock outstanding on December 31 of the preceding calendar year; (b) 550,000 shares of Common Stock and (c) a number of shares of Common Stock designated by action of the Registrant’s board of directors prior to the first day of any calendar year.
- (4) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Common Stock as reported on The Nasdaq Global Select Market on August 5, 2019.

PART I

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,232,705 shares of common stock under the Ovid Therapeutics Inc. 2017 Equity Incentive Plan and an additional 246,541 shares of common stock under the Ovid Therapeutics Inc. Employee Stock Purchase Plan, pursuant to the provisions of each plan which provide for annual automatic increases in the number of shares of common stock reserved for issuance under each respective plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Ovid Therapeutics Inc. (the “**Registrant**”) hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- (a) the contents of the Registrant’s Registration Statements on Form S-8, previously filed with the Commission on [May 22, 2017](#) (File No. 333-218167) and [March 29, 2018](#) (File No. 333-224033);
- (b) the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38085) for the year ended December 31, 2018, filed with the Commission on March 7, 2019;
- (c) the Registrant’s Quarterly Reports on Form 10-Q (File No. 001-38085) for the three months ended March 31, 2019, filed with the Commission on [May 7, 2019](#), and for the six months ended June 30, 2019, filed with the Commission on [August 7, 2019](#);
- (d) the Registrant’s Current Reports on Form 8-K (File No. 001-38085) filed with the Commission on [January 4, 2019](#), [February 21, 2019](#), [March 1, 2019](#), [March 21, 2019](#), [March 28, 2019](#) (as amended by Form 8-K/A filed on [March 28, 2019](#)), [May 15, 2019](#) (as amended by Form 8-K/A filed on [June 17, 2019](#)), [June 10, 2019](#), [June 18, 2019](#), [June 27, 2019](#) (as to Item 8.01 only) and [July 2, 2019](#); and
- (e) the description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 001-38085) filed with the Commission on May 4, 2017, 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 filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing 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 such documents, except as to specific sections of such documents as set forth therein. The Registrant is not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K. Any statement contained in a document 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 herein or in any 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 constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

**Exhibit
Number**

Exhibit Description

- 4.1 [Amended and Restated Certificate of Incorporation \(incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K \(File No. 001-38085\), filed with the Commission on May 10, 2017\).](#)
- 4.2 [Certificate of Designation of Series A Convertible Preferred Stock \(incorporated herein by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K \(File No. 001-38085\), filed with the Commission on February 21, 2019\).](#)
- 4.3 [Amended and Restated Bylaws \(incorporated herein by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K \(File No. 001-38085\), filed with the Commission on May 10, 2017\).](#)

-
- 4.4 [Specimen Common Stock Certificate \(incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 \(File No. 333-217245\), filed with the Commission on April 10, 2017\).](#)
 - 4.5 [2017 Equity Incentive Plan \(incorporated herein by reference to Exhibit 4.12 to the Registrant's Registration Statement on Form S-8 \(File No. 333-218167\), filed with the Commission on May 22, 2017\).](#)
 - 4.6 [Forms of Option Grant Notice and Option Agreement under 2017 Equity Incentive Plan \(incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 \(File No. 333-217245\), filed with the Commission on April 18, 2017\).](#)
 - 4.7 [2017 Employee Stock Purchase Plan \(incorporated herein by reference to Exhibit 4.14 to the Registrant's Registration Statement on Form S-8 \(File No. 333-218167\), filed with the Commission on May 22, 2017\).](#)
 - 5.1 [Opinion of Cooley LLP.](#)
 - 23.1 [Consent of Independent Registered Public Accounting Firm.](#)
 - 23.2 [Consent of Cooley LLP \(included in Exhibit 5.1\).](#)
 - 24.1 [Power of Attorney \(included on the signature page to this Registration Statement\).](#)

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 New York, State of New York on August 7, 2019.

Ovid Therapeutics Inc.

By: /s/ Jeremy M. Levin, DPhil, MB BChir

Jeremy M. Levin, DPhil, MB BChir
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeremy M. Levin, DPhil, MB BChir and Timothy Daly, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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 or she 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 or her 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 on Form S-8 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/ Jeremy M. Levin, DPhil, MB BChir</u> Jeremy M. Levin, DPhil, MB BChir	Chief Executive Officer and Director (Principal Executive Officer)	August 7, 2019
<u>/s/ Timothy Daly</u> Timothy Daly	Senior Vice President, Finance and Corporate Controller (Principal Financial and Accounting Officer)	August 7, 2019
<u>/s/ Karen Bernstein, PhD</u> Karen Bernstein	Director	August 7, 2019
<u>/s/ Barbara Duncan</u> Barbara Duncan	Director	August 7, 2019
<u>/s/ Bart Friedman</u> Bart Friedman	Director	August 7, 2019
<u>/s/ Douglas Williams, PhD</u> Douglas Williams, PhD	Director	August 7, 2019



August 7, 2019

Ovid Therapeutics Inc.
1460 Broadway, Suite 15044
New York, New York 10036

Ladies and Gentlemen:

We have acted as counsel to Ovid Therapeutics Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 1,479,246 shares of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), consisting of (i) 1,232,705 shares of Common Stock (the "**2017 Plan Shares**") issuable pursuant to the Company's 2017 Equity Incentive Plan and (ii) 246,541 shares of Common Stock (together with the 2017 Plan Shares, the "**Shares**") issuable pursuant to the Company's 2017 Employee Stock Purchase Plan (together with the Company's 2017 Equity Incentive Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, (c) the Plans and (d) such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify 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 related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

COOLEY LLP

By: /s/ Laura A. Berezin
Laura A. Berezin

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Ovid Therapeutics Inc.

We consent to the use of our report included in the annual report on Form 10-K of Ovid Therapeutics Inc. for the year ended December 31, 2018 incorporated by reference herein.

/s/ KPMG LLP

New York, New York
August 7, 2019