

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Rocket Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

04-3475813
(I.R.S. Employer
Identification No.)

Rocket Pharmaceuticals, Inc.
350 Fifth Avenue, Suite 7530
New York, NY 10118
(646) 440-9100
(Address of Principal Executive Offices) (Zip Code)

Second Amended and Restated 2014 Stock Option and Incentive Plan
(Full title of the plans)

Gaurav Shah, MD
Rocket Pharmaceuticals, Inc.
President and Chief Executive Officer
350 Fifth Avenue, Suite 7530
New York, NY 10118
(646) 440-9100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Niki Fang, Esq.
Melissa V. Frayer, Esq.
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5700

Sara Turken, Esq.
Senior Director, Legal & Corporate Development
Rocket Pharmaceuticals, Inc.
350 Fifth Avenue, Suite 7530
New York, NY 10118
(646) 440-9100

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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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, \$0.01 par value per share				
- Reserved for future issuance under the Rocket Pharmaceuticals, Inc. Second Amended and Restated 2014 Stock Option and Incentive Plan	3,998,711 ⁽²⁾	\$19.41 ⁽³⁾	\$77,594,986.96	\$10,071.83
TOTAL	3,998,711	N/A	\$77,594,986.96	\$10,071.83

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (“Registration Statement”) shall also cover any additional shares of the common stock of Rocket Pharmaceuticals, Inc. (the “Registrant”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents (i) 1,807,789 shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s Second Amended and Restated 2014 Stock Option and Incentive Plan (the “Rocket Plan”) on January 1, 2019 and (ii) 2,190,922 shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Rocket Plan on January 1, 2020, each pursuant to an annual “evergreen” increase provision contained in the Rocket Plan. Pursuant to such provision, the number of shares reserved for issuance under the Rocket Plan will automatically increase on the first day of each fiscal year by 4% of the total number of shares of the Registrant’s common stock outstanding on the immediately preceding December 31.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee. The proposed maximum offering price per share of \$19.41 was computed by averaging the high and low prices of a share of the Registrant’s common stock as reported on The Nasdaq Global Market on March 2, 2020.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 3,998,711 additional shares of common stock under the Rocket Plan pursuant to the provisions of that plan providing for an automatic increase in the number of shares reserved for issuance thereunder. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statements on Form S-8 filed with the Commission on March 7, 2018 ([Registration No. 333-223488](#)), March 23, 2017 ([Registration No. 333-216892](#)), June 29, 2016 ([Registration No. 333-212308](#)) and May 28, 2015 ([Registration No. 333-204501](#)).

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP.					X
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).					X
23.2	Consent of Independent Registered Public Accounting Firm.					X
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	Second Amended and Restated 2014 Stock Option and Incentive Plan.	DEF 14A	001-36829	A	4/30/2018	
99.2	Form of Incentive Stock Option Agreement (Employees)	10-K	001-36829	10.2	3/8/2019	
99.3	Form of Non-Qualified Stock Option Agreement (Employees)	10-K	001-36829	10.3	3/8/2019	
99.4	Form of Non-Qualified Stock Option Agreement (Non-Employee Directors)	10-K	001-36829	10.4	3/8/2019	
99.5	Form of Non-Qualified Stock Option Agreement (Consultants)	10-K	001-36829	10.5	3/8/2019	
99.6	Form of Restricted Stock Unit Award Agreement	10-K	001-36829	10.6.1	3/6/2020	

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 March 6, 2020.

ROCKET PHARMACEUTICALS, INC.

/s/ Gaurav Shah, MD

Gaurav Shah, MD

President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Gaurav Shah, MD and Kamran Alam, and each of them, as his or her true and lawful attorney-in-fact and agent with the full power of substitution, for him or her, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments to this Registration Statement on Form S-8), and to file the same, with all exhibits thereto and other documents in connection therewith, with the 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 for 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 his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gaurav Shah</u> Gaurav Shah, MD	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 6, 2020
<u>/s/ Kamran Alam</u> Kamran Alam	Senior Vice President – Finance <i>(Principal Financial Officer)</i>	March 6, 2020
<u>/s/ John Militello</u> John Militello	Senior Controller, Treasurer <i>(Principal Accounting Officer)</i>	March 6, 2020
<u>/s/ Roderick Wong</u> Roderick Wong, MD	Director	March 6, 2020
<u>/s/ Naveen Yalamanchi</u> Naveen Yalamanchi, MD	Director	March 6, 2020
<u>/s/ Carsten Boess</u> Carsten Boess	Director	March 6, 2020
<u>/s/ David P. Southwell</u> David P. Southwell	Director	March 6, 2020
<u>/s/ Pedro Granadillo</u> Pedro Granadillo	Director	March 6, 2020
<u>/s/ Gotham Makker</u> Gotham Makker	Director	March 6, 2020



Orrick, Herrington & Sutcliffe LLP

THE ORRICK BUILDING
405 HOWARD STREET
SAN FRANCISCO, CA 94105-2669

+1-415-773-5700

orrick.com

March 6, 2020

Rocket Pharmaceuticals, Inc.
350 Fifth Avenue, Suite 7530
New York, NY 10118

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Rocket Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of the Company's registration statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 3,998,711 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), reserved for issuance pursuant to the Company's Second Amended and Restated 2014 Stock Option and Incentive Plan (which plan is referred to herein as the "Plan" and which shares of Common Stock are referred to herein as the "Shares"). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plan.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company's Seventh Amended and Restated Certificate of Incorporation, (ii) the Company's Amended and Restated By-laws, (iii) the Plan, and (iv) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all-natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

Based on the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued pursuant to the terms of the Plan have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

March 6, 2020
Page 2

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States of America, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdictions.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ ORRICK, HERRINGTON & SUTCLIFFE LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Rocket Pharmaceuticals, Inc. on Form S-8 to be filed on or about March 6, 2020 of our report dated March 6, 2020 on our audits of the consolidated financial statements as of December 31, 2019 and 2018 and for each of the years then ended, which report was included in the Annual Report on Form 10-K filed on March 6, 2020. Our report includes an explanatory paragraph that refers to a change in the method of accounting for leases due to the adoption of Accounting Standards Codification Topic 842.

/s/ EisnerAmper LLP

EISNERAMPER LLP
New York, New York
March 6, 2020
