

Lantheus Holdings, Inc.  
Form S-8  
October 31, 2016

As filed with the Securities and Exchange Commission on October 31, 2016

Registration No. 333-

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

**FORM S 8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Lantheus Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
**331 Treble Cove Road**

**35-2318913**  
(I.R.S. Employer  
Identification No.)  
**01862**

**North Billerica, Massachusetts 01862**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

**2015 Equity Incentive Plan**

**(Full Title of Plan)**

**Michael P. Duffy**

**Senior Vice President, Strategy and Business Development,**

**General Counsel and Secretary**

**331 Treble Cove Road, Building 600-2**

**North Billerica, Massachusetts 01862**

**(Name and address of agent for service)**

**(978) 671-8408**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share, reserved for issuance pursuant to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan, as amended	2,140,000	\$8.65(2)	\$18,511,000.00	\$2,145.43

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional securities as may be issuable under the 2015 Equity Incentive Plan, as amended, by reason of any stock splits, stock dividends, recapitalizations or similar transactions.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act based on the average of the high and low sales price of the Registrant's common stock on The NASDAQ Global Market on October 27, 2016, a date within five days of the date on which this Registration Statement is filed.

**EXPLANATORY NOTE**

Lantheus Holdings, Inc. (the Registrant ) is filing this Registration Statement on Form S-8 (this Registration Statement ) to register an additional 2,140,000 shares of its common stock, par value \$0.01 per share, that may be issued and sold under the Lantheus Holdings, Inc. 2015 Equity Incentive Plan, as amended (the Plan ). This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to that instruction, the contents of the Registration Statement on Form S-8 (File No. 333-205211) filed with the Securities and Exchange Commission on June 25, 2015 is incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See Exhibit Index below.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of North Billerica, Commonwealth of Massachusetts, on October 31, 2016.

**Lantheus Holdings, Inc.**

By: /s/ Mary Anne Heino  
 Name: Mary Anne Heino  
 Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Mary Anne Heino, John Crowley and Michael P. Duffy, each acting alone, her or his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in her or his name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 (including all pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933), 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, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or her or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Mary Anne Heino	President, Chief Executive Officer and Director	October 31, 2016
Mary Anne Heino	(Principal Executive Officer)	
/s/ John W. Crowley	Chief Financial Officer	October 31, 2016
John W. Crowley	(Principal Financial and Accounting Officer)	
/s/ Brian Markison	Chairman of the Board of Directors	October 31, 2016
Brian Markison		
/s/ David Burgstahler	Director	October 31, 2016
David Burgstahler		
/s/ James C. Clemmer	Director	October 31, 2016

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James C. Clemmer

/s/ Samuel Leno

Director

October 31, 2016

Samuel Leno

/s/ Dr. Frederick Robertson

Director

October 31, 2016

Dr. Frederick Robertson

/s/ Dr. Derace Schaffer

Director

October 31, 2016

Dr. Derace Schaffer

/s/ Sriram Venkataraman

Director

October 31, 2016

Sriram Venkataraman

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION OF EXHIBITS</b>	<b>INCORPORATED BY REFERENCE</b>			
		<b>FORM</b>	<b>FILE NUMBER</b>	<b>EXHIBIT</b>	<b>FILING DATE</b>
4.1	Amended and Restated Certificate of Incorporation of Lantheus Holdings, Inc.	8-K	001-36569	3.1	June 30, 2015
4.2	Bylaws of Lantheus Holdings, Inc.	8-K	001-36569	3.2	June 30, 2015
4.3	Common Stock Certificate.	8-K	001-36569	4.1	June 30, 2015
4.4	Lantheus Holdings, Inc. 2015 Equity Incentive Plan.	S-1	333-196998	10.37	June 24, 2015
4.5	Form of 2015 Restricted Stock Agreement.	S-1	333-196998	10.38	June 24, 2015
4.6	Form of 2015 Option Award Agreement.	S-1	333-196998	10.39	June 24, 2015
4.7	Amendment to Lantheus Holdings, Inc. 2015 Equity Incentive Plan.	8-K	001-36569	10.1	April 28, 2016
5.1*	Legal Opinion of Ropes & Gray LLP.				
23.1*	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.				
23.2*	Consent of Ropes & Gray LLP (included as part of Exhibit 5.1).				
24.1*	Power of Attorney (included as part of the signature page hereto).				

\* Filed herewith