

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

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

**FLAMEL TECHNOLOGIES S.A.**  
(Exact name of Registrant as specified in its charter)

**Republic of France**  
(State or other jurisdiction of  
incorporation or organization)

**43-1050617**  
(I.R.S. Employer  
Identification No.)

**Parc Club du Moulin à Vent**  
**33, avenue du Docteur Georges Levy**  
**Vénissieux France**  
(Address of Principal Executive Offices)

**69200**  
(Zip Code)

2012 Stock Option Plan  
2013 Stock Option Plan  
2014 Stock Option Plan  
2013 Plan Allocation for Warrants  
2014 Plan Allocation for Warrants  
2015 Plan Allocation for Warrants  
2012 Plan Allocation for Free Shares  
2013 Plan Allocation for Free Shares  
2014 Plan Allocation for Free Shares  
(Full title of the plans)

**Phillandas T. Thompson, Esq.**  
**Flamel Technologies S.A.**  
**702 Spirit 40 Drive**  
**Suite #108**  
**Chesterfield, MO 63005**  
(Name and address of agent for service)

**(636) 449-1840**  
(Telephone number, including area code, of agent for service)

*Copies of all correspondence to:*

**Timothy I Kahler, Esq.**  
**Joseph Walsh, Esq.**  
**Troutman Sanders LLP**  
**875 Third Avenue**  
**New York, NY 10022**  
**(212) 704-6000**

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 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**

| Title of<br>Securities to be Registered <sup>(1)</sup> | Amount to be<br>Registered <sup>(2)</sup> | Proposed<br>Maximum<br>Offering Price<br>Per Share | Proposed<br>Maximum<br>Aggregate<br>Offering Price | Amount of Registration<br>Fee |
|--|---|--|--|-------------------------------|
| Ordinary Shares, €0.122 nominal value                  | 4,900,000                                 | \$12.335 <sup>(3)</sup>                            | \$60,441,500 <sup>(3)</sup>                        | \$6,086.46 <sup>(3)</sup>     |

(1) Each Ordinary Share is represented by one American Depositary Share.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of additional Ordinary Shares, €0.122 nominal value, of the Registrant, which may be offered and issued to prevent dilution resulting from adjustments as a result of

stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.

- (3) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, using the average of the high and low sale prices of the Ordinary Shares of the Registrant as reported on The NASDAQ Global Market on July 14, 2016, which was \$12.335 per share.
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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

**ITEM 1. Plan Information.**

Not required to be filed with this Registration Statement.

**ITEM 2. Registrant Information and Employee Plan Annual Information.**

Not required to be filed with this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**ITEM 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission"):

- The Registrant's Annual Report on Form 10-K (File No. 000-28508) for the year ended December 31, 2015, filed with the Commission on March 15, 2016, as amended by the Registrant's Annual Report on Form 10-K/A (File No. 000-28508) for the year ended December 31, 2015, filed with the Commission on April 29, 2016.
- The Registrant's Quarterly Report on Form 10-Q (File No. 000-28508) for the quarterly period ended March 31, 2016, filed with the Commission on May 10, 2016.
- The Registrant's Current Reports on Form 8-K (File No. 000-28508) filed with the Commission on January 11, 2016, February 2, 2016, February 11, 2016, March 10, 2016, March 14, 2016, March 31, 2016, April 19, 2016, May 2, 2016, May 4, 2016, May 27, 2016, June 2, 2016, June 16, 2016 and July 1, 2016.
- The description of the Registrant's Ordinary Shares and the American Depositary Shares representing the Ordinary Shares, contained in the Registrant's Registration Statement on Form F-1 (Registration No. 333-3854), filed by the Registrant with the Commission on April 19, 1996, including any amendments or reports filed for the purpose of updating such description.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the Ordinary Shares offered have been sold or which deregisters all of such Ordinary Shares then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded 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 superseded, to constitute a part of this Registration Statement.

Notwithstanding the above, information that is "furnished to" the Commission shall not be deemed "filed with" the Commission and shall not be deemed incorporated by reference into this Registration Statement.

**ITEM 4. Description of Securities.**

Not applicable.

**ITEM 5. Interests of Named Experts and Counsel.**

Not applicable.

**ITEM 6. Indemnification of Directors and Officers.**

Under French law, a company may purchase directors' and officers' insurance for all or part of the members of its management. A French corporation is responsible to third parties for the consequences of the decisions of its board of directors. However, if those decisions qualify as mismanagement, the relevant member of the board of directors may have to fully or partly indemnify the company. The Registrant maintains liability insurance for its directors and principal executive officers, including insurance against liabilities under the Securities Act of 1933, as amended.

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**ITEM 7. Exemption from Registration Claimed.**

Not applicable.

**ITEM 8. Exhibits.**

Reference is made to the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index is incorporated herein by reference.

**ITEM 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act,

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into the Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference into the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the indemnification provisions summarized in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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, in the city of Chesterfield, Missouri, on July 19, 2016.

### FLAMEL TECHNOLOGIES S.A.

By: /s/ Michael S. Anderson  
Michael S. Anderson  
Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of Craig R. Stapleton, Guillaume Cerutti, Francis J.T. Fildes, Benoit Van Assche and Christophe Navarre constitutes and appoints Michael S. Anderson and Phillandas T. Thompson, and each of them, as his true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable Flamel Technologies S.A. to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, Registration Statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents 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 in the capacities and on the dates indicated.

| <u>Signature</u>                                      | <u>Title</u>   | <u>Date</u>   |
|---|--|---------------|
| <u>/s/ Michael S. Anderson</u><br>Michael S. Anderson | Chief Executive Officer (Principal Executive Officer) and Director | July 19, 2016 |
| <u>/s/ Michael F. Kanan</u><br>Michael F. Kanan       | Chief Financial Officer (Principal Financial Officer)              | July 19, 2016 |
| <u>/s/ David P. Gusky</u><br>David P. Gusky           | Corporate Controller (Principal Accounting Officer)                | July 19, 2016 |
| <u>/s/ Craig R. Stapleton</u><br>Craig R. Stapleton   | Non-Executive Chairman of the Board and Director                   | July 19, 2016 |
| <u>/s/ Guillaume Cerutti</u><br>Guillaume Cerutti     | Director   | July 19, 2016 |
| <u>/s/ Francis J.T. Fildes</u><br>Francis J.T. Fildes | Director   | July 19, 2016 |
| <u>/s/ Benoit Van Assche</u><br>Benoit Van Assche     | Director   | July 19, 2016 |
| <u>/s/ Christophe Navarre</u><br>Christophe Navarre   | Director   | July 19, 2016 |

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## INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                  |
|---------------------------|---|
| 3.1                       | Revised <i>Statuts</i> or ByLaws of the Company (1) |
| 5.1                       | Opinion of Fidal Law Firm                           |
| 23.1                      | Consent of PricewaterhouseCoopers Audit             |
| 23.2                      | Consent of Fidal Law Firm (2)                       |
| 24.1                      | Power of Attorney (included on signature page)      |

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(1) Incorporated by reference to the Flamel Technologies S.A.'s Annual Report on Form 20-F (File No. 000-28508) for the year ended December 31, 2014, filed on April 30, 2015.

(2) Included in Exhibit 5.1.

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4-6 avenue d'Alsace  
92982 Paris La Défense Cedex

Tél : 01 46 24 30 30 - Fax : 01 46 24 30 32

Barreau des Hauts-de-Seine  
Toque N 702

July 19, 2016

Flamel Technologies S.A.  
Parc Club du Moulin à Vent  
33, avenue du Docteur Georges Levy  
69200 Vénissieux France

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Flamel Technologies S.A., a *société anonyme* organized under the laws of France (the "Company"), in connection with the filing with the United States Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") relating to the registration pursuant to the provisions of the Securities Act of 1933, as amended (the "Securities Act"), of 4,900,000 of the Company's ordinary shares, nominal value €0,122 per share (the "Ordinary Shares"), as follows (collectively, the "**Shares**"): (1) 1,000,000 Ordinary Shares for issuance under the Company's 2012 Stock Option Plan (the "2012 Option Plan"); (2) 600,000 Ordinary Shares for issuance under the Company's 2013 Stock Option Plan (the "2013 Option Plan"); (3) 1,700,000 Ordinary Shares for issuance under the Company's 2014 Stock Option Plan (the "2014 Option Plan"); (4) 300,000 Ordinary Shares for issuance under the Company's 2013 Plan Allocation for Warrants (the "2013 Warrant Plan"); (5) 300,000 Ordinary Shares for issuance under the Company's 2014 Plan Allocation for Warrants (the "2014 Warrant Plan"); (6) 350,000 Ordinary Shares for issuance under the Company's 2015 Plan Allocation for Warrants (the "2015 Warrant Plan"); (7) 200,000 Ordinary Shares for issuance under the Company's 2012 Plan Allocation for Free Shares (the "2012 Free Share Plan"); (8) 200,000 Ordinary Shares for issuance under the Company's 2013 Plan Allocation for Free Shares (the "2013 Free Share Plan"); and (9) 250,000 Ordinary Shares for issuance under the Company's 2014 Plan Allocation for Free Shares (the "2014 Free Share Plan" and, together with the 2012 Option Plan, the 2013 Option Plan, the 2014 Option Plan, the 2013 Warrant Plan, the 2014 Warrant Plan, the 2015 Warrant Plan, the 2012 Free Share Plan and the 2013 Free Share Plan, the "**Plans**"). This opinion is being provided at your request for inclusion in the Registration Statement.

In rendering this opinion, we reviewed the corporate proceedings taken by the Company in connection with the authorization and reservation for issuance of the Shares and certain books and records of the Company, and have made such other investigations as we deemed necessary for purposes of this opinion. In such examinations, we have assumed (i) the genuineness of all signatures on all original documents, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all copies submitted to us, the authenticity of the originals of documents submitted to us as copies, and the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof, (ii) that the Company will take no action inconsistent with the resolutions authorizing the Company to issue the Shares.

FIDAL - Société d'avocats  
Société d'exercice libéral  
par actions simplifiée à directoire  
et conseil de surveillance

Capital : 6 000 000 Euros  
525 031 522 RCS Nanterre  
TVA Union Européenne  
FR 42 525 031 522 - NAF 69102

Siege social : 4-6, avenue d'Alsace  
92400 Courbevoie - France  
Tél : 01 46 24 30 30 - www.fidal.com  
Barreau des Hauts-de-Seine

We have also assumed, for any future awards under the Plans, that (1) the resolutions authorizing the Company to issue the Shares pursuant to the respective Plans and the applicable award agreements will be in full force and effect on the date of such awards and (2) such future awards will be approved by the Board of Directors of the Company in accordance with applicable law and with the terms of the relevant Plan.

As to questions of fact material to this opinion, we relied solely upon certificates and statements of officers of the Company and certain public officials. We assumed and relied upon the accuracy and completeness of such representations and warranties, certificates, and statements, the factual matters set forth therein, and the genuineness of all signatures thereon, and nothing has come to our attention leading us to question the accuracy of the matters set forth therein. We have made no independent investigation with regard thereto and, accordingly, we do not express any view or belief as to matters that might have been disclosed by independent verification. Our opinion set forth below is limited to the laws of the Republic of France as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction.

Based upon and subject to the foregoing, we are of the opinion that the Shares that may be issued pursuant to the Plans have been duly authorized and, when and to the extent issued in accordance with the relevant Plans and any applicable agreements between the Company and the recipient of the option, warrant or other applicable award relating to such Shares and subject to payment of due consideration therefor (to the extent applicable), will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion or copies thereof as an exhibit to the Registration Statement. In giving the foregoing consent, we do not admit that we are 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.

This opinion is effective as of the date hereof and we disclaim any obligation to supplement this opinion for any change hereafter as to matters of fact or law addressed herein.

Very truly yours,

FIDAL

By: /s/ Anne Fréchette-Kerbrat  
Name: Anne Fréchette-Kerbrat  
Title: Partner

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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 March 15, 2016 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Flamel Technologies SA's Annual Report on Form 10-K for the year ended December 31, 2015.

Lyon, France,  
July 19, 2016

PricewaterhouseCoopers Audit

Represented by

/s/ Frédéric Charcosset

Frédéric Charcosset

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