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

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

OPUS GENETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

11-3516358

(I.R.S. Employer
Identification Number.)

**37000 Grand River Avenue, Suite 120
Farmington Hills, MI**

(Address of principal executive offices)

48335

(Zip code)

Ocuphire Pharma, Inc. 2021 Inducement Plan

(Full title of the plan)

Dr. George Magrath

Chief Executive Officer

Opus Genetics, Inc.

37000 Grand River Avenue, Suite 120

Farmington Hills, MI 48335

(248) 957-9024

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

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. ☐

EXPLANATORY NOTE

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Opus Genetics, Inc. (the “Registrant”), relating to 300,000 shares of its common stock, par value \$0.0001 per share (the “Common Stock”), to be issued pursuant to the Ocuphire Pharma, Inc. 2021 Inducement Plan, as amended (the “Plan”). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's prior Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [March 31, 2021](#) (Registration No. 333-254923) and [November 21, 2023](#) (Registration No. 333-275673) relating to shares of Common Stock issuable under the Plan (the “Prior Registration Statements”). The Prior Registration Statements are currently effective. This Registration Statement relates to securities of the same class as those to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E of Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the prospectus is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). Documents containing the information required by Part I of the Registration Statement will be sent or given to Plan participants as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed with the Commission by the Registrant are hereby incorporated by reference in this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Commission on [March 8, 2024](#);
- (b) the Registrant's Quarterly Reports on Form 10-Q, filed with the Commission on [May 10, 2024](#) and [August 13, 2024](#);
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on [February 16, 2024](#), [April 17, 2024](#), [June 13, 2024](#), and [October 22, 2024](#); and
- (d) the description of the Registrant's Common Stock contained in the Registrant's Form 8-A (File No. 001-34079), as filed with the Commission pursuant to Sections 12(b) and 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on [June 7, 2019](#), including any amendments or reports filed for the purpose of updating such description, including [Exhibit 4.11](#) to the Registrant's Annual Report on Form 10-K, filed with the Commission on March 11, 2021.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement 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 herein and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”).

Any statement contained in an Incorporated Document 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 Incorporated Document 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 foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any current report on Form 8-K, including the related exhibits under Item 9.01, that the Registrant may from time to time furnish to the Commission will be incorporated by reference into, or otherwise included in, this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description
<u>4.1</u>	Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 13, 2024).
<u>4.2</u>	Certificate of Amendment to the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on October 22, 2024).
<u>4.3</u>	Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.3 to the Registrant's Current Report on Form 8-K, filed with the Commission on October 22, 2024).
<u>4.4</u>	Ocuphire Pharma, Inc. 2021 Inducement Plan (incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report on Form 10-K, filed with the Commission on March 11, 2021).
<u>4.5</u>	First Amendment to Ocuphire Pharma, Inc. 2021 Inducement Plan (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K, filed with the Commission on November 1, 2023).
<u>4.6*</u>	Second Amendment to Ocuphire Pharma, Inc. 2021 Inducement Plan.
<u>5.1*</u>	Opinion of Sidley Austin LLP.
<u>23.1*</u>	Consent of Ernst & Young LLP.
<u>23.2*</u>	Consent of Sidley Austin LLP (included in Exhibit 5.1).
<u>24.1*</u>	Power of Attorney (included after the signature of the Registrant contained on Signature Page of this Registration Statement).
<u>107*</u>	Filing Fee Table.

* Filed herewith.

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 Farmington Hills, State of Michigan, on November 4, 2024.

OPUS GENETICS, INC.

By: /s/ Dr. George Magrath
Name: Dr. George Magrath
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Dr. George Magrath, Nirav Jhaveri and Amy Rabourn as his or her true and lawful attorneys-in-fact and agents with full power of substitution, severally, for him in any and all capacities, to sign the Registration Statement on Form S-8 of Opus Genetics, Inc., and any or all amendments (including post-effective amendments thereto), 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 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their 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 date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ Dr. George Magrath</u> Dr. George Magrath	Chief Executive Officer & Director (Principal Executive Officer)	November 4, 2024
<u>/s/ Nirav Jhaveri</u> Nirav Jhaveri	Chief Financial Officer (Principal Financial Officer)	November 4, 2024
<u>/s/ Amy Rabourn</u> Amy Rabourn	Senior Vice President of Finance (Principal Accounting Officer)	November 4, 2024
<u>/s/ Cam Gallagher</u> Cam Gallagher	Chair of the Board	November 4, 2024
<u>/s/ Sean Ainsworth</u> Sean Ainsworth	Director	November 4, 2024
<u>/s/ Dr. Jean Bennett</u> Dr. Jean Bennett	Director	November 4, 2024
<u>/s/ Susan K. Benton</u> Susan K. Benton	Director	November 4, 2024
<u>/s/ Dr. Adrienne Graves</u> Dr. Adrienne Graves	Director	November 4, 2024
<u>/s/ James S. Manuso</u> James S. Manuso	Director	November 4, 2024
<u>/s/ Richard J. Rodgers</u> Richard J. Rodgers	Director	November 4, 2024
<u>/s/ Dr. Benjamin R. Yerxa</u> Dr. Benjamin R. Yerxa	President and Director	November 4, 2024

**SECOND AMENDMENT TO
OCUPHIRE PHARMA, INC.
2021 INDUCEMENT PLAN**

WHEREAS, Ocuphire Pharma, Inc. (the “Company”) has heretofore adopted the Ocuphire Pharma, Inc. 2021 Inducement Plan, as amended (the “Plan”); and

WHEREAS, the Company wishes to amend the Plan to increase the number of shares of common stock of the Company, par value \$0.0001 per share, available for issuance under the Plan;

NOW, THEREFORE, the Plan shall be amended, effective as the date hereof, as follows:

1. The first sentence of Section 3(a) is deleted and replaced with the following:

Subject to Section 9(a) relating to Capitalization Adjustments, the aggregate number of shares of Common Stock that may be issued pursuant to Awards will not exceed 2,625,258 shares (the “*Share Reserve*”).

2. Except as modified herein, the remaining terms of the Plan shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Company, acting pursuant to authority granted to the officer by the Board of Directors of the Company, has executed this instrument on this 20th day of October, 2024.

OCUPHIRE PHARMA, INC.

By: /s/ Dr. George Magrath

Name: Dr. George Magrath

Title: Chief Executive Officer

SIDLEY

SIDLEY AUSTIN LLP
ONE SOUTH DEARBORN STREET
CHICAGO, IL 60603
+1 312 853 7000
+1 312 853 7036 FAX

AMERICA • ASIA PACIFIC • EUROPE

November 4, 2024

Opus Genetics, Inc.
37000 Grand River Ave. Suite 120
Farmington Hills, Michigan 48335

Re: 300,000 shares of Common Stock, \$0.0001 par value per share

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the “Registration Statement”) being filed by Opus Genetics, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of 300,000 shares of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”), which may be issued under the Ocuphire Pharma, Inc. 2021 Inducement Plan (the “Plan”, and the aggregate number of shares of Common Stock to be registered under the Registration Statement, the “Registered Shares”).

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

We have examined the Registration Statement, the Company’s Restated Certificate of Incorporation, the Certificate of Amendment to the Company’s Restated Certificate of Incorporation, the Company’s Amended and Restated Bylaws, the Plan, and the resolutions adopted by the board of directors of the Company relating to the Registration Statement and the Plan. We have also examined originals, or copies of originals certified to our satisfaction, of such agreements, documents, certificates and statements of the Company and other corporate documents and instruments, and have examined such questions of law, as we have considered relevant and necessary as a basis for this opinion letter. We have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures, the legal capacity of all persons and the conformity with the original documents of any copies thereof submitted to us for examination. As to facts relevant to the opinions expressed herein, we have relied without independent investigation or verification upon, and assumed the accuracy and completeness of, certificates, letters and oral and written statements and representations of public officials and officers and other representatives of the Company.

Sidley Austin LLP is a limited liability partnership practicing in affiliation with other Sidley Austin partnerships.

Based on the foregoing, we are of the opinion that each Registered Share that is newly issued pursuant to the Plan will be validly issued, fully paid and non-assessable when: (i) the Registration Statement, as finally amended, shall have become effective under the Securities Act; (ii) such Registered Share shall have been duly issued and delivered in accordance with the Plan; and (iii) a certificate representing such Registered Share shall have been duly executed, countersigned and registered and duly delivered to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof) or, if any such Registered Share is to be issued in uncertificated form, the Company's books shall reflect the issuance of such Registered Share to the person entitled thereto against payment of the agreed consideration therefor (in an amount not less than the par value thereof), all in accordance with the Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware. We express no opinion as to the laws, rules or regulations of any other jurisdiction, including, without limitation, the federal laws of the United States of America or any state securities or blue sky laws.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to all references to our Firm included in or made a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

Sidley Austin LLP

/s/ Sidney Austin LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Ocuphire Pharma, Inc. 2021 Inducement Plan of our report dated March 8, 2024, with respect to the consolidated financial statements of Ocuphire Pharma, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2023, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Detroit, Michigan
November 4, 2024

Calculation of Filing Fee Table

FORM S-8
(Form Type)

OPUS GENETICS, INC.
 (Exact Name of Registrant as Specified in its Charter)
Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common stock, \$0.0001 par value	Rule 457(c) and Rule 457(h)	300,000	\$1.27	\$381,000.00	0.00015310	\$58.33
Total Offering Amounts:						\$381,000.00		\$58.33
Total Fee Offsets:								\$58.33
Net Fee Due:								\$58.33

Offering Note

- (1) Opus Genetics, Inc., a Delaware corporation (the "Registrant"), is filing this Registration Statement to register 300,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), for issuance under the Ocuphire Pharma, Inc. 2021 Inducement Plan (the Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of shares of Common Stock, which may become issuable pursuant to the provisions of the Plan relating to adjustments for changes resulting from a stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Common Stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee, based on the average of the high and low sales prices of the Common Stock reported on the Nasdaq Stock Market on October 28, 2024.