

As filed with the Securities and Exchange Commission on February 5, 2015

Registration No.

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

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

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**CORBUS PHARMACEUTICALS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-4348039**  
(I.R.S. Employer  
Identification No.)

**100 River Ridge Drive  
Norwood, MA 02062  
Telephone: 617-963-0100**  
(Address of Principal Executive Offices) (Zip Code)

**CORBUS PHARMACEUTICALS HOLDINGS, INC. 2014 EQUITY COMPENSATION PLAN**  
(Full title of the plan)

**Yuval Cohen  
Chief Executive Officer  
Corbus Pharmaceuticals Holdings, Inc.  
100 River Ridge Drive  
Norwood, MA 02062  
Telephone: 617-963-0100**  
(Name and address of agent for service)  
Telephone Number, Including Area Code of agent for service)

*Copies to:*

**Michael J. Lerner, Esq.  
Steven M. Skolnick, Esq.  
Lowenstein Sandler LLP  
1251 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 262-6700**

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. (Check one):

Large accelerated filer ☐

Accelerated filer

☐

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

Smaller Reporting Company

☒

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### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Common Stock, \$0.0001 par value per share	1,815,683	\$2.15	\$3,903,718.45	\$454.00

- (1) Covers 1,815,683 shares of common stock issuable under the Corbus Pharmaceuticals Holdings, Inc. 2014 Equity Compensation Plan (the "2014 Plan"), and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminable number of shares of common stock issuable under the 2014 Plan, as these amounts may be adjusted as a result of stock splits, stock dividends, antidilution provisions, and similar transactions.
- (2) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are estimated for the purpose of calculating the amount of the registration fee and are based on the average of the high and low sales price on the OTC Bulletin Board on January 29, 2015.
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**Part I**

**EXPLANATORY NOTE**

Pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, this Registration Statement is filed by Corbus Pharmaceuticals Holdings, Inc. (the “Company”) for the purpose of registering additional shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”) under the Company’s 2014 Equity Compensation Plan (the “2014 Plan”). The number of shares of Common Stock available for issuance under the 2014 Plan is subject to an automatic annual increase on January 1 of each year beginning in 2015 and ending on (and including) January 1, 2024, equal to the greater of (i) seven percent (7%) of the total number of shares of Common Stock outstanding on December 31<sup>st</sup> of the preceding calendar year, or (ii) the difference between (x) twenty percent (20%) of the total number of shares of Common Stock outstanding on December 31<sup>st</sup> of the preceding calendar year, and (y) the total number of shares of Common Stock reserved under the 2014 Plan on December 31<sup>st</sup> of such preceding calendar year (including shares subject to outstanding Awards (as defined in the 2014 Plan), issued pursuant to Awards or available for future Awards), or a lesser number of shares of Common Stock determined by the board of directors of the Company (the “Evergreen Provision”). This Registration Statement registers an aggregate of 1,815,683 additional shares of Common Stock available for issuance under the 2014 Plan as a result of the Evergreen Provision.

The shares of Common Stock registered pursuant to this Registration Statement are of the same class of securities as the 6,850,334 shares of Common Stock registered for issuance under the 2014 Plan pursuant to the currently effective Registration Statement on Form S-8 (Registration No. 333-200350) filed on November 18, 2014 (the “Original Registration Statement”). The contents of the Original Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference. Any items in the Original Registration Statement not expressly changed hereby shall be as set forth in the Original Registration Statement.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents, which have been filed by the Company with the Securities and Exchange Commission (the “SEC”), are hereby incorporated by reference in this Registration Statement:

- The Company’s Prospectus dated October 3, 2014 filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended (the “Securities Act”) (Registration Statement No. 333-198563) on October 7, 2014 and which includes audited financial statements for the Company’s latest fiscal year;
- The Company’s Quarterly Report on Form 10-Q filed with the SEC on November 13, 2014; and
- The Company’s Current Report on Form 8-K filed with the SEC on January 5, 2015.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, 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 in this Registration Statement and to be a part hereof from the date of 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 for purposes of this Registration Statement 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. Copies of these documents are not required to be filed with this Registration Statement, and nothing in this Registration Statement shall be deemed to incorporate information furnished but not filed with the SEC.

**Item 8. Exhibits.**

For a list of exhibits, see the Exhibit Index in this Registration Statement, which is incorporated into this Item by reference.

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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 Norwood, Commonwealth of Massachusetts, on this 5<sup>th</sup> day of February, 2015.

Corbus Pharmaceuticals Holdings, Inc.

By: /s/ Yuval Cohen, Ph.D.

Yuval Cohen, Ph.D.

Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Yuval Cohen, Ph.D. and Sean Moran, and each of them, his attorney-in-fact, with full power of substitution for him in any and all capacities, to sign any amendments to this Registration Statement, including any and all pre-effective and post-effective amendments and to file such amendments thereto, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Person	Capacity	Date
<u>/s/ Yuval Cohen</u> Yuval Cohen	Chief Executive Officer and Director (Principal Executive Officer)	February 5, 2015
<u>/s/ Sean Moran</u> Sean Moran	Chief Financial Officer (Principal Financial and Accounting Officer)	February 5, 2015
<u>/s/ Alan Holmer</u> Alan Holmer	Director	February 5, 2015
<u>/s/ David Hochman</u> David Hochman	Director	February 5, 2015
<u>/s/ Renu Gupta</u> Renu Gupta	Director	February 5, 2015
<u>/s/ Avery W. Catlin</u> Avery W. Catlin	Director	February 5, 2015

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Certificate of Incorporation of Corbus Pharmaceuticals Holdings, Inc. (incorporated herein by reference to Exhibit 3.1 of the Registration Statement on Form S-1 (File No. 333-198563) filed with the SEC on September 3, 2014).
4.2	Certificate of Amendment of the Certificate of Incorporation of Corbus Pharmaceuticals Holdings, Inc. (incorporated herein by reference to Exhibit 3.2 of the Registration Statement on Form S-1 (File No. 333-198563) filed with the SEC on September 3, 2014).
4.3	Bylaws of Corbus Pharmaceuticals Holdings, Inc. (incorporated herein by reference to Exhibit 3.3 of the Registration Statement on Form S-1 (File No. 333-198563) filed with the SEC on September 3, 2014).
4.4	Form of Common Stock Certificate (incorporated herein by reference to Exhibit 4.4 of the Registration Statement on Form S-8 (File No. 333-200350) filed with the SEC on November 18, 2014).
5.1	Opinion of Lowenstein Sandler LLP.*
23.1	Consent of EisnerAmper LLP.*
23.2	Consent of Lowenstein Sandler LLP (filed as part of Exhibit 5.1).*
24.1	Power of Attorney (included on the signature page to this registration statement on Form S-8).*
99.1	Corbus Pharmaceuticals Holdings, Inc. 2014 Equity Compensation Plan (incorporated herein by reference to Exhibit 10.5 of the Registration Statement on Form S-1 (File No. 333-198563) filed with the SEC on September 3, 2014).
*	Filed herewith.

February 5, 2015

Corbus Pharmaceuticals Holdings, Inc.  
100 River Ridge Drive  
Norwood, MA 02602

**Re: Registration Statement on Form S-8  
Corbus Pharmaceuticals Holdings, Inc. 2014 Equity Compensation Plan**

Ladies and Gentlemen:

We have acted as special counsel to Corbus Pharmaceuticals Holdings, Inc., a Delaware corporation (the “Company”), in connection with the Company’s filing on the date hereof with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Securities Act”). The Registration Statement relates to the registration of 1,815,683 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), issuable pursuant to the Corbus Pharmaceuticals Holdings, Inc. 2014 Equity Compensation Plan (the “Plan”).

In connection with rendering this opinion, we have examined or are familiar with the Certificate of Incorporation, as amended, of the Company, the Bylaws of the Company, the corporate proceedings with respect to the authorization of the Registration Statement, and such other certificates, instruments and documents as we have considered necessary or appropriate for purposes of this opinion and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the Registration Statement and the aforesaid records, certificates and documents.

We assume that the Company has sufficient unissued and unreserved shares of Common Stock (or will validly amend the Company’s Certificate of Incorporation, as amended, to authorize a sufficient number of shares of Common Stock prior to the issuance thereof) available for issuance as provided in the Registration Statement and any related amendment thereto or prospectus supplement.

Based upon such examination and review, we are of the opinion that the Shares have been duly authorized and will, upon issuance and delivery in accordance with the terms of the Plan, be legally issued, fully paid and nonassessable outstanding shares of Common Stock.

The opinion expressed herein is limited to the corporate laws of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction. We assume no obligation to advise you of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein.

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

Very truly yours,

By: /s/ Lowenstein Sandler LLP  
Lowenstein Sandler LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Corbus Pharmaceuticals Holdings, Inc. on Form S-8 to be filed on or about February 5, 2015 of our report dated July 2, 2014, except for the second paragraph of Note 14, as to which the date is August 11, 2014, on our audits of the financial statements of JB Therapeutics, Inc. as of December 31, 2013 and 2012 and for each of the years in the two-year period ended December 31, 2013, which report was included in Amendment No. 2 to the Registration Statement of Corbus Pharmaceuticals Holdings, Inc. on Form S-1 filed on October 2, 2014.

/S/ EISNERAMPER LLP

Iselin, New Jersey  
February 5, 2015