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

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

FLEX PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

46-5087339
(I.R.S. Employer Identification No.)

**800 Boylston Street, 24th Floor
Boston, MA**
(Address of Principal Executive Offices)

02199
(Zip Code)

**2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan**
(Full titles of the plans)

Christoph Westphal, M.D., Ph.D.
President and Chief Executive Officer
Flex Pharma, Inc.
800 Boylston Street, 24th Floor
Boston, MA 02199
(617) 874-1821

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

Copies to:

**Lester Fagen
Marc Recht
Miguel Vega**
Cooley LLP
500 Boylston Street, 14th Floor
Boston, Massachusetts 02116
(617) 937-2300

Robert Hadfield
General Counsel
Flex Pharma, Inc.
800 Boylston Street, 24th Floor
Boston, Massachusetts 02199
(617) 874-1821

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 the 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

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
2015 Equity Incentive Plan Common Stock, \$0.0001 par value per share	717,755 shares ⁽³⁾	\$9.69	\$6,955,045.95	\$700.37
2015 Employee Stock Purchase Plan Common Stock, \$0.0001 par value per share	179,438 shares ⁽⁴⁾	\$9.69	\$1,738,754.22	\$175.09

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) This estimate is made pursuant to Rule 457(h) and Rule 457(c)(1) of the Securities Act solely for purposes of calculating the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on March 15, 2016, as reported on the Nasdaq Stock Market.
- (3) Represents (i) shares of Common Stock that were automatically added to the number of shares authorized for issuance under the Registrant's 2015 Equity Incentive Plan (the "2015 EIP") on January 1, 2016 pursuant to an "evergreen" provision contained in the 2015 EIP. Pursuant to the evergreen provision, on January 1, 2016 the number of shares authorized for issuance under the 2015 EIP automatically increased by an amount equal to 4% of the total number of shares of Capital Stock (as defined in the 2015 EIP) outstanding on December 31, 2015.
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2015 Employee Stock Purchase Plan (the "2015 ESPP") on January 1, 2016 pursuant to an "evergreen" provision contained in the 2015 ESPP. Pursuant to such provision, on January 1, 2016 the number of shares authorized for issuance under the 2015 ESPP automatically increased by a number equal to the lesser of: (a) 1% of the total number of shares of Capital Stock outstanding on December 31st of the preceding calendar year; (b) 1,000,000 shares of Common Stock; and (c) a number of shares of Common Stock determined by the Registrant's board of directors that is less than the amount set forth in the foregoing clauses (a) or (b).

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 897,193 shares of Common Stock of Flex Pharma, Inc. (the "Registrant") issuable pursuant to the Registrant's 2015 Equity Incentive Plan (the "2015 EIP") and the Registrant's 2015 Employee Stock Purchase Plan (the "2015 ESPP"). These additional shares of Common Stock are securities of the same class as other securities for which an original registration statement on Form S-8 (File No. 333-201816) was filed with the Securities and Exchange Commission (the "Commission") on February 2, 2015. These additional shares of Common Stock have become reserved for issuance as a result of the operation of the "evergreen" provisions in each of the 2015 EIP and the 2015 ESPP, which provide that the total number of shares subject to such plans will be increased each year pursuant to a specified formula.

PART II

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2015 EIP and the 2015 ESPP under a Registration Statement on Form S-8 filed with the Commission on February 2, 2015 (File No. 333-201816). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

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 Boston, Commonwealth of Massachusetts, on March 18, 2016.

FLEX PHARMA, INC.

By: /s/ Christoph Westphal
Christoph Westphal
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christoph Westphal and John McCabe, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), 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, 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 to 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 their 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, as amended, 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/ Christoph Westphal</u> Christoph Westphal	Chief Executive Officer, President and Chairman of the Board of Directors (Principal Executive Officer)	March 18, 2016
<u>/s/ John McCabe</u> John McCabe	Vice President, Finance (Principal Accounting and Financial Officer)	March 18, 2016
<u>/s/ Peter Barton Hutt</u> Peter Barton Hutt	Member of the Board of Directors	March 18, 2016
<u>/s/ Jeffrey Capello</u> Jeffrey Capello	Member of the Board of Directors	March 18, 2016
<u>/s/ Marc Kozin</u> Marc Kozin	Member of the Board of Directors	March 18, 2016
<u>/s/ Roderick MacKinnon</u> Roderick MacKinnon	Member of the Board of Directors	March 18, 2016
<u>/s/ Robert Perez</u> Robert Perez	Member of the Board of Directors	March 18, 2016
<u>/s/ Stuart Randle</u> Stuart Randle	Member of the Board of Directors	March 18, 2016
<u>/s/ John Sculley</u> John Sculley	Member of the Board of Directors	March 18, 2016
<u>/s/ Michelle Stacy</u> Michelle Stacy	Member of the Board of Directors	March 18, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1 ⁽¹⁾	Amended and Restated Certificate of Incorporation of the Registrant.
4.2 ⁽²⁾	Amended and Restated Bylaws of the Registrant.
4.3 ⁽³⁾	Form of Common Stock Certificate of the Registrant.
5.1	Opinion of Cooley LLP.
23.1	Consent of Ernst & Young, an Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.2 ⁽⁴⁾	Flex Pharma, Inc. 2015 Equity Incentive Plan.
99.3 ⁽⁵⁾	Flex Pharma, Inc. 2015 Employee Stock Purchase Plan.

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- ⁽¹⁾ Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-k (File No. 001-36812), filed with the Commission on February 9, 2015, and incorporated herein by reference.
- ⁽²⁾ Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-k (File No. 001-36812), filed with the Commission on February 9, 2015, and incorporated herein by reference.
- ⁽³⁾ Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-201276), filed with the Commission on January 13, 2015, and incorporated herein by reference.
- ⁽⁴⁾ Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-201276), filed with the Commission on January 13, 2015, and incorporated herein by reference.
- ⁽⁵⁾ Previously filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-201276), filed with the Commission on January 13, 2015, and incorporated herein by reference.



March 18, 2016

Flex Pharma, Inc.
800 Boylston Street, 24th Floor
Boston, MA 02199

Ladies and Gentlemen:

We have acted as counsel to Flex Pharma, Inc., a Delaware corporation (the "**Company**"), in connection with a Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering the offering of up to an aggregate of 897,193 shares of the Company's Common Stock, \$0.0001 par value per share (the "**Shares**"), including (i) 717,755 shares (the "**2015 Plan Shares**") reserved for issuance pursuant to the Company's 2015 Equity Incentive Plan (the "**2015 Plan**"), and (ii) 179,438 shares (the "**ESPP Shares**") reserved for issuance pursuant to the Company's 2015 Employee Stock Purchase Plan (the "**2015 ESPP**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the related prospectuses, the 2015 Plan and the 2015 ESPP, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and originals, or copies certified to our satisfaction, of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness of such documents.

Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the 2015 Plan Shares and the ESPP Shares, when sold and issued in accordance with the 2015 Plan and the 2015 ESPP, respectively, and the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.



Flex Pharma, Inc.
March 18, 2016
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Sincerely,

Cooley LLP

By: /s/ Marc A. Recht
Marc A. Recht, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2015 Equity Incentive Plan and the 2015 Employee Stock Purchase Plan of Flex Pharma, Inc. of our report dated March 8, 2016, with respect to the consolidated financial statements of Flex Pharma, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
March 18, 2016