

CORNERSTONE THERAPEUTICS INC

Form S-8 POS

February 12, 2014

As filed with the Securities and Exchange Commission on February 12, 2014

Registration Nos. 333-119409, 333-125892, 333-131037, 333-133867, 333-156293, 333-161326 and 333-168542

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-119409**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-125892**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-131037**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-133867**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-156293**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-161326**

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-168542**

***UNDER THE SECURITIES ACT OF 1933***

**CORNERSTONE THERAPEUTICS INC.**

**(Exact name of registrant as specified in its charter)**

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

**04-3523569**  
(I.R.S. Employer  
Identification No.)

**1255 Crescent Green Drive, Suite 250**

**Cary, North Carolina**  
(Address of Principal Executive Offices)

**27518**  
(Zip Code)

**2000 Equity Incentive Plan**

**2003 Stock Incentive Plan**

**2004 Stock Incentive Plan**

**2006 Employee Stock Purchase Plan**

**Cornerstone BioPharma Holdings, Inc. 2005 Stock Option Plan**

**Cornerstone BioPharma Holdings, Inc. 2005 Stock Incentive Plan**

(Full title of the Plan)

**Craig A. Collard, Chief Executive Officer**

**Kenneth McBean, President**

**Cornerstone Therapeutics Inc.**

**1255 Crescent Green Drive, Suite 250**

**Cary, North Carolina 27518**

**(919) 678-6611**

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

*Copies to:*

**David B. Clement**  
**Smith, Anderson, Blount, Dorsett,**

**Amy Diebler**  
**Assistant Secretary**

**Mitchell & Jernigan, L.L.P.**

**Cornerstone Therapeutics Inc.**

**150 Fayetteville Street, Suite 2300**

**1255 Crescent Green Drive, Suite 250**

**Raleigh, North Carolina 27601**

**Cary, North Carolina 27518**

**(919) 821-1220**

**(919) 678-6532**

Indicate by checkmark 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.

Large accelerated filer ☐

Accelerated filer ☐

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

Smaller reporting company ☐

## EXPLANATORY NOTE

### DEREGISTRATION OF SECURITIES

These Post-Effective Amendments are being filed to deregister unsold securities of Cornerstone Therapeutics Inc., a Delaware corporation (the Registrant), that were registered on the following Registration Statements on Form S-8 (collectively, the Registration Statements) (note that the share numbers listed below do not take into account corporate actions, such as stock splits, taken since the filing of the applicable Registration Statement):

1. Registration Statement 333-119409, registering 5,852,815 shares of common stock, par value \$0.001 per share (Common Stock), consisting of (i) 335,069 shares under the 2000 Equity Incentive Plan, (ii) 1,688,071 shares under the 2003 Stock Incentive Plan, and (iii) 3,829,675 shares under the 2004 Stock Incentive Plan (the 2004 Plan), as previously filed with the U.S. Securities and Exchange Commission (the SEC) on September 30, 2004;
2. Registration Statement 333-125892, registering 860,000 shares of Common Stock under the 2004 Plan, as previously filed with the SEC on June 17, 2005;
3. Registration Statement 333-131037, registering 1,333,333 shares of Common Stock under the 2004 Plan, as previously filed with the SEC on January 13, 2006;
4. Registration Statement 333-133867, registering 400,000 shares of Common Stock under the 2006 Employee Stock Purchase Plan, (the 2006 Plan), as previously filed with the SEC on May 5, 2006;
5. Registration Statement 333-156293, registering 2,120,517 shares of Common Stock, consisting of 64,872 shares under the Cornerstone Biopharma Holdings, Inc. (CBH) 2005 Stock Option Plan and 2,055,645 shares under the CBH 2005 Stock Incentive Plan, as previously filed with the SEC on December 19, 2008;
6. Registration Statement 333-161326, registering 1,133,333 shares of Common Stock under the 2004 Plan, as previously filed with the SEC on August 13, 2009; and
7. Registration Statement 333-168542, registering 1,500,000 shares of Common Stock under the 2004 Plan, as previously filed with the SEC on August 5, 2010.

Effective as of February 3, 2014 (the Effective Time), pursuant to the Agreement and Plan of Merger, dated as of September 15, 2013, by and among Chiesi Farmaceutici S.p.A., an Italian Societa per Azioni (Parent), Chiesi U.S. Corporation, a Delaware corporation and wholly owned subsidiary of Parent (Merger Sub), and the Registrant, Merger Sub merged with and into the Registrant (the Merger), with the Registrant surviving the Merger as the surviving corporation. In connection with the Merger, all issued and outstanding Common Stock, other than certain excluded shares, converted into the right to receive cash.

As a result of the Merger, the offerings under the Registration Statements have been terminated. In accordance with the undertakings made by the Registrant to remove from registration, by means of a post-effective amendment, any

securities under the Registration Statements that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all securities registered under the Registration Statements which remained unsold as of the Effective Time, if any.

**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 these post-effective amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Cary, State of North Carolina, on February 12, 2014.

CORNERSTONE THERAPEUTICS INC.

By: /s/ Craig A. Collard  
Craig A. Collard  
Chief Executive Officer

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**POWER OF ATTORNEY AND SIGNATURES**

KNOW ALL PERSONS BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Craig A. Collard and Kenneth McBean, and each of them, his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto and all documents in connection therewith, making such changes in this Registration Statement as such person or persons so acting deems appropriate, 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 and about the premises, 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done or 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.

\* \* \* \* \*

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ Craig A. Collard	Chief Executive Officer	February 12, 2014
Craig A. Collard	(Principal Executive Officer)	
/s/ Alastair McEwan	Chief Financial Officer	February 12, 2014
Alastair McEwan	(Principal Financial Officer)	
/s/ Ira Duarte	Senior Director of Accounting and	February 12, 2014
Ira Duarte	Financial Planning and Analysis	
	(Principal Accounting Officer)	
/s/ Ugo DiFrancesco	Director	February 12, 2014
Ugo DiFrancesco		