
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

VERRICA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

**44 West Gay Street, Suite 400
West Chester, PA 19380**
(Address of principal executive offices) (Zip code)

46-3137900
(I.R.S. Employer
Identification No.)

Inducement Plan
(Full title of the plan)

Jayson Rieger
Verrica Pharmaceuticals, Inc.
44 West Gay Street, Suite 400
West Chester, PA 19380
(Name and address of agent for service)

(484) 453-3300
(Telephone number, including area code, of agent for service)

Copies to:

Mark Ballantyne
Asheley Walker
Cooley LLP
One Freedom Square
Reston Town Center
11951 Freedom Drive
Reston, VA 20190
(703) 456-8000

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

Pursuant to General Instruction E of Form S-8, Verrica Pharmaceuticals Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 2,500,000 additional shares of its common stock under the Inducement Plan. In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

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

- a The contents of the earlier registration statement on [Form S-8](#) related to the Inducement Plan, previously filed with the Commission on November 6, 2024 (File No. 333-283039).
- b The Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38529) for the fiscal year ended December 31, 2023, filed with the Commission on February 29, 2024.
- c The information specifically incorporated by reference into the Registrant’s Annual Report on [Form 10-K](#) for the year ended December 31, 2024 from the Registrant’s [definitive proxy statement on Schedule 14A](#), as filed with the Commission on April 19, 2024.
- d The Registrant’s Quarterly Reports on Form 10-Q (File No. 001-38529) for the quarters ended March 31, 2024, June 30, 2024, and September 30, 2024, filed with the Commission on [May 13, 2024](#), [August 14, 2024](#), and [November 5, 2024](#), respectively.
- e The Registrant’s Current Reports on Form 8-K (File No. 001-38529) filed with the Commission on [May 15, 2024](#) (with respect to Items 1.01, 3.02 and 9.01 only); [June 10, 2024](#); [June 28, 2024](#); [August 5, 2024](#); [August 27, 2024](#); [September 6, 2024](#); [September 27, 2024](#); [October 1, 2024](#); [October 8, 2024](#); [November 4, 2024](#) (with respect to Items 5.02 and 9.01 only); [November 20, 2024](#); [November 21, 2024](#); and [December 9, 2024](#).
- f The description of the Registrant’s common stock which is contained in a registration statement on [Form 8-A](#) filed on June 13, 2018 (File No. 001-38529) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as updated by the description of the Registrant’s common stock contained in the Registrant’s Annual Report on [Form 10-K](#) (File No. 001-38259) for the fiscal year ended December 31, 2019, filed with the Commission on March 13, 2020, including any amendment or report filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or 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 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 of this Registration Statement from the date of the filing of such reports and 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 subsequently filed document that also 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.

ITEM 8. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
4.1 ⁽¹⁾	<u>Amended and Restated Certificate of Incorporation of the Registrant.</u>
4.2 ⁽²⁾	<u>Amended and Restated Bylaws of the Registrant.</u>
4.3 ⁽³⁾	<u>Verrica Pharmaceuticals, Inc. 2024 Inducement Plan.</u>
4.4 ⁽⁴⁾	<u>Form of Restricted Stock Unit Award Grant Notice and Award Agreement under 2024 Inducement Plan.</u>
4.5 ⁽⁵⁾	<u>Form of Stock Option Grant Notice and Stock Option Agreement under 2024 Inducement Plan.</u>
4.6 ⁽⁶⁾	<u>Amendment to Verrica Pharmaceuticals, Inc. 2024 Inducement Plan.</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of this Form S-8).</u>
107	<u>Filing Fee Table</u>

- (1) Previously filed as Exhibit 3.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-225104), filed with the Commission on May 22, 2018, and incorporated by reference herein.
- (2) Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-225104), filed with the Commission on May 22, 2018, and incorporated by reference herein.
- (3) Previously filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K (File No. 001-38529), filed with the Commission on November 4, 2024, and incorporated by reference herein.
- (4) Previously filed as Exhibit 10.5 to the Registrant's Current Report on Form 8-K (File No. 001-38529), filed with the Commission on November 4, 2024, and incorporated by reference herein.
- (5) Previously filed as Exhibit 10.6 to the Registrant's Current Report on Form 8-K (File No. 001-38529), filed with the Commission on November 4, 2024, and incorporated by reference herein.
- (6) Previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File No. 001-38529), filed with the Commission on December 9, 2024, and incorporated by reference herein.

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 West Chester, Commonwealth of Pennsylvania, on December 9, 2024.

VERRICA PHARMACEUTICALS INC.

By: /s/ Jayson Rieger

Jayson Rieger

President and Chief Executive Officer

(Principal Executive Officer)

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Jayson Rieger, John J. Kirby and Christopher Hayes each or any one of them, his or her true and lawful attorney-in-fact and agent, 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 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 any of them, or their or his or her substitutes or substitute, 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/ Jayson Rieger</u> Jayson Rieger	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 9, 2024
<u>/s/ John J. Kirby</u> John J. Kirby	Interim Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	December 9, 2024
<u>/s/ Paul B. Manning</u> Paul B. Manning	Director	December 9, 2024
<u>/s/ Sean Stalfort</u> Sean Stalfort	Director	December 9, 2024
<u>/s/ Mark Prygocki</u> Mark Prygocki	Director	December 9, 2024
<u>/s/ Lawrence Eichenfield</u> Lawrence Eichenfield	Director	December 9, 2024
<u>/s/ Diem Nguyen</u> Diem Nguyen	Director	December 9, 2024



Mark Ballantyne
(703) 456-8084
mballantyne@cooley.com

December 9, 2024

Verrica Pharmaceuticals, Inc.
44 West Gay Street, Suite 400
West Chester, PA

Ladies and Gentlemen,

We have acted as counsel to Verrica Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission (the "**Commission**") covering the offering of up to 2,500,000 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"), pursuant to the Company's 2024 Inducement Plan (as amended, the "**Plan**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the related prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Plan and (d) the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness of all signatures, 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 thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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

This opinion is limited to the matters expressly set forth in this letter, and no opinion has been or should be implied, or may be inferred, beyond the matters expressly stated. This opinion speaks only as to law and facts in effect or existing as of the date hereof, and we have no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

We consent to the filing of this opinion as an exhibit to 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 of 1933, as amended, or the rules and regulations of the Commission thereunder.

Sincerely,

Cooley LLP

By: /s/ Mark Ballantyne
Mark Ballantyne

ONE FREEDOM SQUARE, RESTON TOWN CENTER, 11951 FREEDOM DRIVE, RESTON, VA 20190-5656 T: (703) 456-8000 F: (703) 456-8100
WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated February 29, 2024, with respect to the financial statements of Verrica Pharmaceuticals Inc., incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
December 9, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Verrica Pharmaceuticals Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share, Verrica Pharmaceuticals Inc. Inducement Plan	Other ⁽²⁾	2,500,000	\$1.08 ⁽²⁾	\$2,700,000.00	\$0.00015310	\$413.37
Total Offering Amount					\$2,700,000.00		—
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$413.37

- (1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.0001 per share (“*Common Stock*”) of Verrica Pharmaceuticals Inc. (the “*Registrant*”) that become issuable under the Inducement Plan set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of Registrant’s Common Stock, as applicable.
- (2) Estimated in accordance with Rule 457(c) and Rule 457(h) promulgated under the Securities Act solely for the purpose of calculating the registration fee. The offering price per share and the aggregate offering price are based upon a per share price of \$1.08, which is the average of the high and low prices per share of the Registrant’s Common Stock on December 6, 2024, as reported on The Nasdaq Global Market.