

Syneos Health, Inc.
Form S-8
June 06, 2018

As filed with the Securities and Exchange Commission on June 6, 2018

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

SYNEOS HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

3201 Beechleaf Court, Suite 600

27-3403111
(I.R.S. Employer

Identification No.)

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Raleigh, North Carolina 27604

(Address of principal executive offices)

Syneos Health, Inc. 2018 Equity Incentive Plan

Syneos Health, Inc. 2016 Employee Stock Purchase Plan (as amended and restated)

(Full title of the plans)

Purvesh D. Patel

Executive Vice President, Interim General Counsel and Corporate Secretary

Syneos Health, Inc.

3201 Beechleaf Court, Suite 600

Raleigh, North Carolina 27604-1547

Telephone: (919) 876-9300

Facsimile: (919) 876-9360

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

Copies to:

Donald R. Reynolds, Esq.

Andrew Gibbons, Esq.

Wyrick Robbins Yates & Ponton LLP

4101 Lake Boone Trail, Suite 300

Raleigh, North Carolina 27607

(919) 781-4000

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

Accelerated filer

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share, issuable under the 2018 Equity Incentive Plan	5,230,000	\$42.70	\$223,321,000	\$27,803.46
Class A Common Stock, par value \$0.01 per share, issuable under the 2016 Employee Stock Purchase Plan (as amended and restated)	2,500,000	\$42.70	\$106,750,000	\$13,290.38
TOTAL	7,730,000	\$42.70	\$330,071,000	\$41,093.84

- (1) Consists of: (i) 5,230,000 shares reserved for issuance under the Syneos Health, Inc. 2018 Equity Incentive Plan (the "Equity Plan"); and (ii) 2,500,000 shares reserved for issuance under the Syneos Health, Inc. 2016 Employee Stock Purchase Plan (as Amended and Restated) (the "ESPP", and together with the Equity Plan, the "Plans"). Any shares issuable but not issued under the INC Research Holdings, Inc. 2014 Equity Incentive Plan will also be issuable under the Equity Plan; the sale and issuance of those shares is covered by the registration statement on Form S-8 (Registration No. 333-199960) originally filed by the registrant on November 7, 2014.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of the Registrant's common stock that become issuable under the Equity Plan and ESPP by reason of any stock dividend, stock split, recapitalization, or other similar transaction that results in an increase in the number of outstanding shares of the Registrant's common stock.
- (3) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Registrant's common stock on the NASDAQ Capital Market on May 30, 2018.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Information required by Item 1 is included in documents sent or given by Syneos Health, Inc. (the Registrant) to participants in the Plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent or given by the Registrant to participants in the Plans covered by this registration statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the Commission) are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) on February 28, 2018;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the Commission pursuant to Section 13(a) of the Exchange Act on May 9, 2018;
- (c) The Registrant's Current Reports on Form 8-K, filed with the Commission pursuant to Section 13(a) of the Exchange Act on January 3, 2018, January 8, 2018 (only as it pertains to Item 5.03), February 21, 2018, February 28, 2018 (only as it pertains to Item 8.01), March 23, 2018, May 7, 2018, May 9, 2018 (only the first report filed on this date) and May 25, 2018; and
- (d) The description of the Registrant's common stock contained in its registration statement on Form S-1, which description is incorporated by reference into the Form 8-A filed with the Commission on November 5, 2014, pursuant to the Exchange Act and any amendment or report filed for the purpose of updating such description.

All documents filed, but not furnished, by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered under this registration statement 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 date of filing of such documents. In no event, however, will any of the information, including exhibits, that the Registrant discloses under Item 2.02 and Item 7.01 of any report on Form 8-K that has been or may be, from time to time, furnished to the Commission, be incorporated by reference into or otherwise become a part of this registration statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 4. Description of Securities.

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is governed by the Delaware General Corporation Law, or the DGCL. Section 145 of the DGCL provides that a corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was or is an officer, director, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such officer, director, employee or agent acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the corporation's best interest and, for criminal proceedings, had no reasonable cause to believe that such person's conduct was unlawful. A Delaware corporation may indemnify any person, including an officer or director, who was or is, or is threatened to be made, a party to any threatened, pending or contemplated action or suit by or in the right of such corporation, under the same conditions, except that such indemnification is limited to expenses (including attorneys' fees) actually and reasonably incurred by such person, and except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to such corporation. Where an officer or director of a corporation is successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to above, or any claim, issue or matter therein, the corporation must indemnify that person against the expenses (including attorneys' fees) which such officer or director actually and reasonably incurred in connection therewith.

The Registrant's amended and restated certificate of incorporation authorizes the indemnification of its officers and directors, consistent with Section 145 of the DGCL. Reference is made to Section 102(b)(7) of the DGCL, which enables a corporation in its original certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director for violations of the director's fiduciary duty, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, which provides for liability of directors for unlawful payments of dividends or unlawful stock purchase or redemptions, or (iv) for any transaction from which a director derived an improper personal benefit. As permitted by the DGCL, our amended and restated certificate of incorporation includes a provision to eliminate the personal liability of our directors for monetary damages for breach of their fiduciary duties as directors, subject to certain exceptions. In addition, our amended and restated certificate of incorporation and bylaws provide that we are required to indemnify our officers and directors under certain circumstances, including those circumstances in which indemnification would otherwise be discretionary, and we are required to advance expenses to our officers and directors as incurred in connection with proceedings against them for which they may be indemnified.

The Registrant has entered into indemnification agreements with each of its directors and executive officers. These agreements, among other things, require the Registrant to indemnify each director and executive officer to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, fines and settlement amounts actually and reasonably incurred by the director or executive officer in any action or proceeding, including any action or proceeding by or in right of the Registrant, arising out of the person's services as a director or executive officer.

The Registrant maintains directors' and officers' liability insurance for the benefit of its directors and officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

Exhibit

Number

Description

- | | |
|-------|---|
| 4.1 | <u>Certificate of Incorporation of INC Research Holdings, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's current report on Form 8-K filed on August 1, 2017).</u> |
| 4.2 | <u>Certificate of Amendment Certificate of Incorporation of INC Research Holdings, Inc. (incorporated by reference to Exhibit 3.1 of the Registrant's current report on Form 8-K filed on January 8, 2018).</u> |
| 4.3 | <u>Amended and Restated Bylaws of Syneos Health, Inc. (incorporated by reference to Exhibit 3.2 of the Registrant's current report on Form 8-K filed on January 8, 2018).</u> |
| 4.4 | <u>Syneos Health, Inc. 2018 Equity Incentive Plan. (incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed on May 25, 2018).</u> |
| 4.5 | <u>Syneos Health, Inc. 2016 Employee Stock Purchase Plan (as amended and restated). (incorporated by reference to Exhibit 10.2 of the Registrant's current report on Form 8-K filed on May 25, 2018).</u> |
| 5.1* | <u>Opinion of Wyrick Robbins Yates & Ponton LLP.</u> |
| 23.1* | <u>Consent of Ernst & Young LLP.</u> |
| 23.2* | <u>Consent of Deloitte & Touche LLP</u> |
| 24.1* | <u>Power of Attorney (included in the signature page to this registration statement).</u> |

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; *provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be this initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement related to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

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 Raleigh, State of North Carolina, on the 6th day of June, 2018.

SYNEOS HEALTH, INC.

By: /s/ Alistair Macdonald
 Alistair Macdonald
 Chief Executive Officer (Principal
 Executive Officer) and Director

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each of the undersigned constitutes and appoints Alistair Macdonald, Jason Meggs and Purvesh Patel, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement and any and all registration statements necessary to register additional securities, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority, granting unto said attorney-in-fact and agent 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, 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, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Alistair Macdonald Alistair Macdonald	Chief Executive Officer (Principal Executive Officer) and Director	June 6, 2018
/s/ Jason Meggs Jason Meggs	Chief Financial Officer (Principal Financial and Accounting Officer)	June 6, 2018
/s/ Michael Bell Michael Bell	Chairman of the Board and Director	June 6, 2018
/s/ Todd Abbrecht Todd Abbrecht	Director	June 6, 2018

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/s/ Thomas Allen	Director	June 6, 2018
Thomas Allen		
/s/ Linda Harty	Director	June 6, 2018
Linda Harty		
/s/ William E. Klitgaard	Director	June 6, 2018
William E. Klitgaard		
/s/ John Maldonado	Director	June 6, 2018
John Maldonado		

/s/ Kenneth F. Meyers	Director	June 6, 2018
Kenneth F. Meyers		
/s/ Matthew E. Monaghan	Director	June 6, 2018
Matthew E. Monaghan		
/s/ Joshua M. Nelson	Director	June 6, 2018
Joshua M. Nelson		