

As filed with the Securities and Exchange Commission on June 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

FENNEC PHARMACEUTICALS INC.
(Exact Name of Registrant as Specified in Its Charter)

British Columbia, Canada
(State or Other Jurisdiction of
Incorporation or Organization)

PO Box 13628, 68 TW Alexander Drive
Research Triangle Park, NC
(Address of Principal Executive Offices)

20-0442384
(I.R.S. Employer
Identification No.)

27709
(Zip Code)

AMENDED AND RESTATED STOCK OPTION PLAN
(Full Title of the Plan)

Rostislav Raykov
Chief Executive Officer
Fennec Pharmaceuticals Inc.
PO Box 13628, 68 TW Alexander Drive
Research Triangle Park, NC 27709
(Name and Address of Agent for Service)

(919) 636-4530
(Telephone Number, including Area Code, of Agent for Service)

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	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input checked="" type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

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⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common shares, no par value	1,009,772 ⁽³⁾	\$3.91	\$3,948,208.52	\$478.52

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional and indeterminate number of common shares as may become issuable by reason of stock dividends, stock splits or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act based upon the average of the high and low sale prices of the Registrant's common shares on June 25, 2019 as reported on the Nasdaq Capital Market.

(3) Represents an automatic increase to the number of common shares available for issuance under the Registrant's Amended and Restated Stock Option Plan (as amended on June 18, 2019).

INTRODUCTION

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 1,009,772 common shares, no par value per share (the "Common Shares"), of Fennec Pharmaceuticals Inc. (the "Company" or "Registrant") issuable under the Fennec Pharmaceuticals Inc. Amended and Restated Stock Option Plan (as amended on June 18, 2019) (the "Plan"). Pursuant to the terms of the Plan, the number of Common Shares issuable under the Plan automatically adjusts to a number of Common Shares representing twenty-five percent (25%) of the total number of all issued and outstanding Common Shares from time to time, subject to adjustment in accordance with the terms of the Plan. In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Registration Statement on Form S-8 (No. 333-221091) filed with the Securities and Exchange Commission on October 24, 2017, together with all exhibits filed therewith or incorporated therein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

[5.1*](#) [Opinion of LaBarge Weinstein LLP.](#)

[23.1*](#) [Consent of LaBarge Weinstein LLP \(included in Exhibit 5.1\).](#)

[23.2*](#) [Consent of Haskell & White LLP.](#)

[24.1*](#) [Power of Attorney \(included in signature page to this Registration Statement\).](#)

[99.1**](#) [Fennec Pharmaceuticals Inc. Amended and Restated Stock Option Plan \(as amended on June 18, 2019\).](#)

* Filed herewith.

** Incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed on June 20, 2019.

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 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 June 26, 2019.

Fennec Pharmaceuticals Inc.

By: /s/ Rostislav Raykov
Rostislav Raykov
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rostislav Raykov and Robert Andrade as his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-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 might or could do in person, hereby ratifying and confirming all that such attorney-in-fact, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

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 dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Rostislav Raykov</u> Rostislav Raykov	Chief Executive Officer (<i>Principal Executive Officer</i>) and Director	June 26, 2019
<u>/s/ Robert Andrade</u> Robert Andrade	Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>)	June 26, 2019
<u>/s/ Adrian Haigh</u> Adrian Haigh	Director	June 26, 2019
<u>/s/ Khalid Islam</u> Khalid Islam, M.D.	Director	June 26, 2019
<u>/s/ Chris A. Rallis</u> Chris A. Rallis	Director	June 26, 2019

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Exhibit 5.1

June 26, 2019

Fennec Pharmaceuticals Inc.
PO Box 13628, 68 TW Alexander Drive
Research Triangle Park, NC 27709

Ladies and Gentlemen:

Re: Fennec Pharmaceuticals Inc. - Registration Statement on Form S-8

We have acted as counsel to Fennec Pharmaceuticals Inc., a corporation incorporated pursuant to the laws of British Columbia (the "Company"), in connection with a Registration Statement on Form S-8 filed on or about June 26, 2019 with the Securities and Exchange Commission (the "Registration Statement") for the purpose of registering the issuance of 1,009,772 common shares of the Company (the "Shares") that may be issued pursuant to the Company's Amended and Restated Stock Option Plan (the "Plan").

In rendering this opinion, we have examined: (i) the Articles of the Company, as amended; (ii) certain resolutions of the Board of Directors of the Company evidencing the corporate proceedings taken by the Company to authorize the issuance of the Shares, and (iii) such other documents as we have deemed appropriate or necessary as a basis for the opinion hereinafter expressed.

In rendering the opinion expressed below, we assumed the legal capacity of natural persons signing or delivering any instrument, the authenticity of all documents and records examined, the conformity with the original documents of all documents submitted to us as copies, and the genuineness of all signatures.

Based upon and subject to the foregoing, and such legal considerations as we deem relevant, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The foregoing opinion is based solely on the present laws and applicable regulations of the Province of British Columbia and the laws of Canada in force therein. We express no opinion as to matters involving the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to references made to this firm in the Registration Statement and all amendments thereto. In giving such consent we do not thereby admit that we are included 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 promulgated thereunder. The opinions set forth in this letter are based upon the facts in existence and laws in effect on the date hereof and we expressly disclaim any obligation to update our opinions herein, regardless of whether changes in such facts or laws come to our attention after the delivery hereof.

Yours truly,

/s/ LaBarge Weinstein LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2019 relating to the consolidated financial statements and internal controls of Fenec Pharmaceuticals Inc. (the "Company") appearing in the Annual Report on Form 10-K of Fenec Pharmaceuticals Inc. for the year ended December 31, 2018.

/s/ HASKELL & WHITE LLP

June 24, 2019

Irvine, California
