

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

ANIKA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

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

04-3145961
(I.R.S. Employer Identification No.)

**32 Wiggins Avenue
Bedford, Massachusetts**
(Address of principal executive offices)

01730
(Zip code)

2017 Omnibus Incentive Plan
(Full title of the plan)

Cheryl R. Blanchard
President and Chief Executive Officer
Anika Therapeutics, Inc.
32 Wiggins Avenue
Bedford, Massachusetts 01730
(781) 457-9000

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

With copies to:

Mark L. Johnson
K&L Gates LLP
One Lincoln Street
Boston, MA 02111
(617) 261-3260

David Colleran
Anika Therapeutics, Inc.
32 Wiggins Avenue
Bedford, MA 01730
(781) 457-9261

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.

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 stock, \$0.01 par value per share	800,000 shares	\$33.98	\$27,184,000	\$3,528.48

(1) Consists of additional shares available for issuance under the registrant's 2017 Omnibus Incentive Plan as approved by stockholders at Anika Therapeutics, Inc.'s 2020 annual meeting. In accordance with Rule 416 under the Securities Act of 1933, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low prices of the registrant's common stock as reported on The NASDAQ Global Select Market on June 15, 2020.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 relating to the 2017 Omnibus Incentive Plan of the registrant is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8 previously filed by the registrant with the Securities and Exchange Commission on July 7, 2017 (File No. 333-219190) and June 21, 2019 (File No. 333-232254).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
4.1	Certificate of Incorporation of Anika Therapeutics, Inc.
4.2	Bylaws of Anika Therapeutics, Inc.
5.1	Opinion of K&L Gates LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of K&L Gates LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this registration statement)
99.1	Anika Therapeutics, Inc. 2017 Omnibus Incentive Plan (as amended on June 18, 2019 and June 16, 2020)

SIGNATURE

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 Bedford, Commonwealth of Massachusetts, as of June 19, 2020.

ANIKA THERAPEUTICS, INC.

/s/ Cheryl R. Blanchard

Cheryl R. Blanchard

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Cheryl R. Blanchard and David Colleran, or either of them, as 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 file and sign any and all amendments, including post-effective amendments and any registration statement for the same offering that is to be effective under Rule 462(b) of the Securities Act of 1933 to this registration statement, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, 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 substitute or substitutes may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Cheryl R. Blanchard</u> Cheryl R. Blanchard	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	June 19, 2020
<u>/s/ Sylvia Cheung</u> Sylvia Cheung	Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	June 19, 2020
<u>/s/ Joseph L. Bower</u> Joseph L. Bower	Director and Chair of the Board of Directors	June 19, 2020
<u>/s/ Raymond J. Land</u> Raymond J. Land	Director	June 19, 2020
<u>/s/ Glenn R. Larsen</u> Glenn R. Larsen	Director	June 19, 2020
<u>/s/ Jeffrey S. Thompson</u> Jeffrey S. Thompson	Director	June 19, 2020
<u>/s/ Susan L.N. Vogt</u> Susan L.N. Vogt	Director	June 19, 2020

June 19, 2020

ANIKA THERAPEUTICS, INC.
32 Wiggins Avenue
Bedford, Massachusetts 01730

Ladies and Gentlemen:

We are counsel to Anika Therapeutics, Inc., a Delaware corporation (the “*Company*”), and we have acted as counsel to the Company in connection with the preparation of the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed by the Company with the Securities and Exchange Commission for the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of 800,000 shares (the “*Shares*”) of the Company’s common stock, \$0.01 par value per share, which are to be issued from time to time in connection with the Company’s 2017 Omnibus Incentive Plan (the “*Plan*”).

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

You have requested our opinion as to the matters set forth below in connection with the Registration Statement. For purposes of rendering that opinion, we have examined copies of the Plan, the Registration Statement, the Company’s Certificate of Incorporation and Bylaws, and the corporate actions of the Company that provide for the issuance of the Shares, and we have made such other investigation as we have deemed appropriate. We also have examined and relied upon certificates of public officials and, in rendering our opinion, we have made the assumptions that are customary in opinion letters of this kind. We have not verified any of those assumptions.

Based upon and subject to the foregoing and the additional qualifications and other matters set forth below, we are of the opinion that the Shares have been duly and validly authorized and reserved for issuance and that the Shares, when issued in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The opinion expressed in this opinion letter is limited to the laws of the State of Delaware. The foregoing opinion is rendered as of the date of this letter. We assume no obligation to update or supplement such opinion in order to reflect any changes of law or fact that may occur.

We are furnishing this opinion letter to you solely in connection with the Registration Statement. You may not rely on this opinion letter in any other connection, and it may not be furnished to or relied upon by any other person for any purpose, without our specific prior written consent. We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving our 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 or the rules and regulations thereunder.

Very truly yours,

/s/ K&L GATES 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 reports dated March 5, 2020, relating to the financial statements of Anika Therapeutics, Inc. and the effectiveness of Anika Therapeutics Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Anika Therapeutics, Inc. for the year ended December 31, 2019.

/s/ DELOITTE & TOUCHE LLP

Boston, Massachusetts

June 19, 2020