
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

MELINTA THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

45-4440364
(I.R.S. Employer
Identification No.)

**300 George Street
Suite 301
New Haven, Connecticut 06511**
(Address of Principal Executive Offices)

Melinta Therapeutics, Inc. 2011 Equity Incentive Plan
(Full title of the plan)

**Daniel Mark Wechsler
Chief Executive Officer
Melinta Therapeutics, Inc.
300 George Street
Suite 301
New Haven, Connecticut 06511
(908) 617-1309**
(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Gordon R. Caplan, Esq.
Sean M. Ewen, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000**

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) (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if 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)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.001 per share	674,358	\$4.63	\$3,118,905.75	\$388.30

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- (1) Represents the additional 879,957 shares of common stock of Melinta Therapeutics, Inc. (the “Company”), par value \$0.001 per share, that were automatically added to the shares reserved for issuance under the Company’s 2011 Equity Incentive Plan, as amended (the “Plan”), on January 1, 2018 pursuant to an “evergreen” provision contained in the Plan, less (i) 65,152 shares of the common stock of the Company that were available for issuance under the Plan on April 20, 2018 and became available for issuance under the Melinta Therapeutics, Inc. 2018 Stock Incentive Plan upon approval of such by the Company’s stockholders at its 2018 Annual Meeting of Stockholders on June 12, 2018 (the “2018 Plan”) and (ii) 140,447 shares of the common stock of the Company that became available for issuance under the 2018 Plan as of June 30, 2018 as a result of awards outstanding under the Plan expiring or being canceled, forfeited, settled in cash or otherwise terminated without delivery to the grantee of the full number of shares to which the awards related. Pursuant to such provision, on January 1st of each year through January 1, 2018, the number of shares of the Company’s common stock reserved for issuance under the Plan is automatically increased by an amount equal to the lesser of: (i) 4% of the total number of shares of common stock outstanding on December 31st of the preceding fiscal year; and (ii) such lesser number of shares of common stock determined by the Company’s board of directors. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminable number of additional shares of the Company’s common stock that may become issuable under the Plan as a result of any future stock splits, stock dividends or similar adjustments of the Company’s outstanding common stock.
 - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low sales prices of the common stock of the Company as reported on the NASDAQ Global Market on August 29, 2018.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Melinta Therapeutics, Inc. (the “Company”) to register 879,957 shares of the Company’s common stock, par value \$0.001 per share issuable under the Company’s 2011 Equity Incentive Plan, as amended. Pursuant to General Instruction E to Form S-8, the Company incorporates by reference into this Registration Statement the contents of its registration statements relating to such plan, including all exhibits filed therewith or incorporated therein by reference, filed on Form S-8 on May 11, 2012, August 29, 2013, May 29, 2015 and August 10, 2017 (File Nos. 333-181358, 333-190891, 333-204560, and 333-219881), except as expressly modified herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description	Incorporated by Reference			
		Form	Exhibit	Filing Date	Filed Herewith
5.1	Opinion of Willkie Farr & Gallagher LLP				X
23.1	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto)				X
24.1	Power of Attorney (included on the signature page of this Registration Statement)				X
99.1	Melinta Therapeutics, Inc. 2011 Equity Incentive Plan	S-8	10.1	May 29, 2015	
99.2	Amendment No. 1 to the Melinta Therapeutics, Inc. 2011 Equity Incentive Plan	8-K	10.1	March 14, 2018	

[THE NEXT PAGE IS THE SIGNATURE PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 New Haven, State of Connecticut, on the 4th day of September, 2018.

MELINTA THERAPEUTICS, INC.

By: /s/ Daniel Mark Wechsler
Daniel Mark Wechsler
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Melinta Therapeutics, Inc., do hereby constitute and appoint Daniel Mark Wechsler and Paul Estrem, or either of them, our true and lawful attorneys-in-fact and agents, each 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 to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the 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 are 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 each of said attorney-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Daniel Mark Wechsler</u>	Daniel Mark Wechsler Chief Executive Officer and Director (Principal Executive Officer)	September 4, 2018
<u>/s/ Paul Estrem</u>	Paul Estrem Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 4, 2018
<u>/s/ Kevin T. Ferro</u>	Kevin T. Ferro Chairman of the Board	September 4, 2018
<u>/s/ James J. Galeota, Jr.</u>	James J. Galeota, Jr. Director	September 4, 2018
<u>/s/ Cecilia Gonzalo</u>	Cecilia Gonzalo Director	September 4, 2018
<u>/s/ David Gill</u>	David Gill Director	September 4, 2018
<u>/s/ John H. Johnson</u>	John H. Johnson Director	September 4, 2018
<u>/s/ Thomas P. Koestler</u>	Thomas P. Koestler Director	September 4, 2018

/s/ Garheng Kong

Garheng Kong
Director

September 4, 2018

/s/ David Zaccardelli

David Zaccardelli
Director

September 4, 2018

**WILLKIE FARR & GALLAGHER LLP
787 SEVENTH AVENUE
NEW YORK, NEW YORK 10019-6099**

September 4, 2018

Melinta Therapeutics, Inc.
300 George Street
Suite 301
New Haven, Connecticut 06511

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Melinta Therapeutics, Inc., a Delaware corporation (the "Company"), with respect to the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the "Act"), by the Company of an additional 674,358 shares of common stock of the Company, par value \$0.001 per share (the "Common Stock"), reserved for issuance pursuant to the Company's 2011 Equity Incentive Plan (the "Plan").

We have examined, among other things, originals and/or copies (certified or otherwise identified to our satisfaction) of such documents, papers, statutes, and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company.

Based on the foregoing, we are of the opinion that, when the Registration Statement becomes effective under the Act, the Common Stock to be issued by the Company under the Plan, when duly issued and delivered pursuant to the terms of the Plan, will be legally issued, fully paid, and non-assessable.

This opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction or any other laws of the State of Delaware.

We hereby 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 Act and any rules and regulations promulgated thereunder.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP