

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

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

JOURNEY MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-1879539
(I.R.S. Employer
Identification No.)

9237 E Via de Ventura Blvd., Suite 105
Scottsdale, AZ
(Address of Principal Executive Offices)

85258
(Zip Code)

Journey Medical Corporation 2015 Stock Incentive Plan
(Full title of the plan)

Claude Maraoui
9237 E Via de Ventura Blvd., Suite 105
Scottsdale, AZ 85258
(480) 434-6670
(Name, address, and telephone number of agent for service)

Copy to:
Rakesh Gopalan
David S. Wolpa
Troutman Pepper Hamilton Sanders LLP
301 S. College Street, 34th Floor
Charlotte, North Carolina 28202
(704) 998-4050

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

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8

This Registration Statement is being filed by Journey Medical Corporation (the “Registrant”) for the purpose of registering an additional 3,000,000 shares of common stock, \$0.0001 par value per share (the “Common Stock”), that are issuable pursuant to the Registrant’s 2015 Stock Incentive Plan, as amended (the “Plan”), which amount consists of 3,000,000 shares of Common Stock that have become reserved and available for issuance under the Plan. These additional shares of Common Stock are securities of the same class as other securities for which a Registration Statement on Form S-8 of the Registrant relating to the same stock incentive plan is effective. The Registrant previously registered shares of Common Stock for issuance under the Plan under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the “Commission”) on [March 28, 2022](#) (File No. 333-263888), as amended by a Registration Statement on Form S-8, filed with the Commission on [July 14, 2022](#) (File No. 333-266125). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following exhibits are filed as part of this registration statement:

Number	Description
4.1	Third Amended and Restated Certificate of Incorporation of Journey Medical Corporation, filed as Exhibit 3.1 to the Registrant's Form 10-K filed on March 29, 2024 and incorporated by herein by reference.
4.2	Amended and Restated Bylaws of Journey Medical Corporation, filed as Exhibit 3.2 to the Registrant's Form 10-K filed on March 29, 2024 and incorporated herein by reference.
4.3	Journey Medical Corporation 2015 Stock Plan, filed as Exhibit 10.1 to the Registrant's Form S-1, filed on October 22, 2021 and incorporated herein by reference.
4.4	Amendment to the Journey Medical Corporation 2015 Stock Plan filed as Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on June 21, 2022 and incorporated herein by reference.
4.5	Amendment to the Journey Medical Corporation 2015 Stock Incentive Plan, filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 25, 2024 and incorporated herein by reference.
5.1*	Opinion of Troutman Pepper Hamilton Sanders LLP
23.1*	Consent of Troutman Pepper Hamilton Sanders LLP (included in the Opinion filed as Exhibit 5.1)
23.2*	Consent of KPMG LLP
24.1*	Powers of Attorney (included on the signature pages to this registration statement)
107*	Filing Fee Table

* Filed herewith.

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 Scottsdale, State of Arizona, on July 18, 2024.

JOURNEY MEDICAL CORPORATION

By: /s/ Claude Maraoui
Name: Claude Maraoui
Title: Chief Executive Officer, President and Director

POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Claude Maraoui, and Joseph Benesch, acting alone or together with another attorney-in-fact, as 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 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 or she might or could do in person, hereby ratifying and confirming all said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on July 18, 2024.

Signature	Capacity	Date
<u>/s/ Claude Maraoui</u> Claude Maraoui	Chief Executive Officer, President and Director <i>(Principal Executive Officer)</i>	July 18, 2024
<u>/s/ Joseph Benesch</u> Joseph Benesch	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	July 18, 2024
<u>/s/ Lindsay A. Rosenwald, M.D.</u> Lindsay A. Rosenwald, M.D.	Executive Chairman and Director	July 18, 2024
<u>/s/ Neil Herskowitz</u> Neil Herskowitz	Director	July 18, 2024
<u>/s/ Justin Smith</u> Justin Smith	Director	July 18, 2024
<u>/s/ Miranda Toledano</u> Miranda Toledano	Director	July 18, 2024

Troutman Pepper Hamilton Sanders LLP
301 S College Street, Suite 3400
Charlotte, NC 28202

troutman.com



July 18, 2024

Journey Medical Corporation
9237 E Via Ventura Blvd., Suite 105
Scottsdale, AZ 85258

Re: Registration Statement on Form S-8: 3,000,000 Shares of Common Stock issuable under the Journey Medical Corporation 2015 Stock Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Journey Medical Corporation, a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement"), filed on the date hereof, with the U.S. Securities and Exchange Commission (the "Commission"), under the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of the offer, sale and issuance of 3,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share (the "Common Stock"), from time to time pursuant to the Journey Medical Corporation 2015 Stock Incentive Plan, as amended (the "Plan").

This opinion letter is being furnished in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5)(i) of Regulation S-K promulgated under the Securities Act. Capitalized terms used and not defined herein shall have the meanings assigned to them in the Registration Statement.

In connection with this opinion, we have reviewed the corporate proceedings taken by the Company with respect to the offer and sale of the Shares under the Plan, and the registration thereof under the Securities Act. We have also examined and relied upon originals or copies of such corporate records, documents, agreements or other instruments of the Company, and such certificates and records of public officials, and such other documents, as we have deemed necessary or appropriate in connection herewith, including, but not limited to, the Company's Third Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws and the Plan pursuant to which the Shares are issuable. As to all matters of fact (including, without limitation, factual conclusions and characterizations and descriptions of purpose, intention or other state of mind) we have relied entirely upon a certificate of an officer of the Company, and have assumed, without independent inquiry, the accuracy of that certificate.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on the original documents; the legal capacity of all natural persons; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as certified or photocopies; the accuracy and completeness of all documents and records reviewed by us; the accuracy, completeness and authenticity of certificates issued by any governmental official, office or agency and the absence of change in the information contained therein from the effective date of any such certificate; and the due authorization, execution and delivery of all documents where authorization, execution and delivery are prerequisites to the effectiveness of such documents, except that we make no such assumption with respect to the Company.



Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We are not opining as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to matters of municipal law or the laws of any local agencies within any states (including "blue sky" or other state securities laws).

Based upon the foregoing, we are of the opinion that, as of the date hereof, the Shares have been duly authorized, and, when issued and paid for in accordance with the terms and upon the terms and conditions of the Plan, will be validly issued, fully paid and non-assessable.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby 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 of the Commission. Except as otherwise set forth herein, this opinion may not be used, circulated, quoted or otherwise referred to for any purpose or relied upon by any other person without the express written permission of this firm.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP

Troutman Pepper Hamilton Sanders LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 28, 2024, with respect to the consolidated financial statements of Journey Medical Corporation, incorporated herein by reference.

/s/ KPMG LLP

Short Hills, New Jersey
July 18, 2024

Calculation of Filing Fee Tables

Form S-8

(Form Type)

Journey Medical Corporation

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule ⁽¹⁾	Amount Registered ⁽²⁾	Proposed Maximum Offering Price Per Unit ⁽¹⁾	Maximum Aggregate Offering Price ⁽¹⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.001 per share	Other	3,000,000	\$ 5.625 ⁽²⁾	\$ 16,875,000	0.00014760	\$ 2,490.75
Total Offering Amounts						\$ 16,875,000	\$ 2,490.75
Total Fee Offsets							—
Net Fee Due							\$ 2,490.75

(1) Pursuant to Rules 457(c) and 457(h) under the Securities Act, and solely for the purpose of calculating the registration fee, the proposed maximum offering price per share is the average of the high and low prices reported for the registrant's Common Stock quoted on The Nasdaq Capital Market LLC on July 11, 2024.

(2) Represents 3,000,000 additional shares reserved for issuance under the Journey Medical Company 2015 Stock Incentive Plan, as amended (the "Plan"). Pursuant to Rule 416(a) under the Securities Act, this registration statement also covers an indeterminate number of additional shares as may be necessary to account for adjustment provisions under the Plan as a result of stock splits, stock dividends or similar transactions.