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

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

ANI PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

58-2301143
(I.R.S. Employer
Identification Number)

210 Main Street West, Baudette, Minnesota 56623
(Address of Principal Executive Offices) (Zip Code)

**ANI Pharmaceuticals, Inc. Fourth Amended and Restated
2008 Stock Incentive Plan**
(Full Title of the Plan)

Charlotte C. Arnold
Vice President, Finance and Chief Financial Officer
ANI Pharmaceuticals, Inc.
210 Main Street West
Baudette, MN 56623
(218) 634-3500

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies requested to:

Paul A. Gajer, Esq.
Jeffrey A. Baumel, Esq.
Dentons US LLP
1221 Avenue of the Americas
New York, New York 10020
(212) 768-6700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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 \$0.0001 per share	894,445 shares	\$ 30.38	\$ 27,173,239	\$ 3,500

(1) The number of shares of common stock, par value \$0.0001 per share, of ANI Pharmaceuticals, Inc. ("Common Stock"), stated above represents an increase in the total number of shares available for issuance under the ANI Pharmaceuticals, Inc. Fourth Amended and Restated 2008 Stock Incentive Plan (the "Plan"). An aggregate of 305,555 (as adjusted for the 1-for-6 reverse stock split that was made effective June 1, 2012 and the 1-for-6 reverse stock split that was made effective July 17, 2013) shares have been registered previously under registration statements on Form S-8 (File Nos. 333-151663, 333-168842, 333-174596 and 333-182011). In addition, the maximum number of shares of Common Stock that may be issued under the Plan is subject to adjustment in accordance with certain provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), to the extent additional shares of Common Stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional shares of Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act and calculated based on the average of the high and low sales prices of the Common Stock, as reported on The NASDAQ Global Market on May 28, 2014.

**STATEMENT UNDER GENERAL INSTRUCTION E-
REGISTRATION OF ADDITIONAL SECURITIES**

The registrant, ANI Pharmaceuticals, Inc. ("ANI" or "Registrant"), previously filed registration statements on Form S-8 (File Nos. 333-151663, 333-168842, 333-174596 and 333-182011) with the Securities and Exchange Commission (the "Commission") in connection with the registration of an aggregate of 305,555 (as adjusted for the 1-for-6 reverse stock split that was made effective June 1, 2012 and the 1-for-6 reverse stock split that was made effective July 17, 2013) shares of ANI's common stock to be issued under the ANI Pharmaceuticals, Inc. Fourth Amended and Restated 2008 Stock Incentive Plan and the initial and subsequent versions of such plan after amendments (the "Plan").

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (this "Registration Statement") is filed by ANI solely to register an additional 894,445 shares of ANI's common stock available for issuance under the Plan. This increase was approved by ANI's Board of Directors and stockholders. Pursuant to Instruction E, the contents of ANI's previously filed Registration Statements on Form S-8 (File Nos. 333-151663, 333-168842, 333-174596 and 333-182011), including without limitation periodic reports that ANI filed, or will file, after this Registration Statement to maintain current information about ANI, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, with the exception of Items 3 and 8 of Part II of such prior Registration Statement, each of which is amended and restated in its entirety herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus as required by Section 10(a) 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 ANI with the Commission are incorporated by reference into this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended December 31, 2013, filed with the Commission on February 28, 2014 and March 3, 2014, respectively;
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the Commission on May 12, 2014;
- (c) the Registrant's Current Reports on Form 8-K filed with the Commission on March 5, 2014 (excluding Exhibit 99.1 therein, which is not incorporated by reference herein), April 4, 2014 and May 27, 2014; and
- (d) the description of ANI's common stock contained in its registration statement on Form 8-A and any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed with the Commission by ANI (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the time of filing of such documents with the Commission.

Any statement contained in the documents incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit No.	Description	Method of Filing
4.1	ANI Pharmaceuticals, Inc. Fourth Amended and Restated 2008 Stock Incentive Plan	Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 11, 2014
5.1	Opinion of Dentons US LLP, legal counsel	Filed herewith
23.1	Consent of EisnerAmper LLP, independent registered public accounting firm	Filed herewith
23.2	Consent of Dentons US LLP, legal counsel	Filed herewith (included in the opinion filed as Exhibit 5.1)
24.1	Powers of Attorney	Filed herewith (included in signature page to this registration statement)

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 Wilmington, State of Delaware on June 4, 2014.

ANI PHARMACEUTICALS, INC.

By: /s/ Charlotte C. Arnold
Charlotte C. Arnold
Vice President, Finance and Chief Financial Officer
(principal financial and accounting officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Arthur S. Przybyl and Charlotte C. Arnold, or either of them, 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or 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 said attorney-in-fact and agents or any of them, their, 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 of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Name & Title</u>	<u>Date</u>
<u>/s/ Arthur S. Przybyl</u>	Arthur S. Przybyl President, Chief Executive Officer and Director (Principal Executive Officer)	June 4, 2014
<u>/s/ Charlotte C. Arnold</u>	Charlotte C. Arnold Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	June 4, 2014
<u>/s/ Robert E. Brown, Jr.</u>	Robert E. Brown, Jr. Chairman of the Board of Directors	June 4, 2014
<u>/s/ Fred Holubow</u>	Fred Holubow Director	June 4, 2014
<u>/s/ Ross Mangano</u>	Ross Mangano Director	June 4, 2014
<u>/s/ Tracy L. Marshbanks, Ph.D.</u>	Tracy L. Marshbanks, Ph.D. Director	June 4, 2014
<u>/s/ Thomas A. Penn</u>	Thomas A. Penn Director	June 4, 2014
<u>/s/ Daniel Raynor</u>	Daniel Raynor Director	June 4, 2014



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June 4, 2014

Board of Directors
ANI Pharmaceuticals, Inc.
210 Main Street West
Baudette, Minnesota 56623

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

Ladies and Gentlemen:

We have acted as counsel to ANI Pharmaceuticals, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of issuance from time to time of 894,445 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share pursuant to the ANI Pharmaceuticals, Inc. Fourth Amended and Restated 2008 Stock Incentive Plan, as amended (the "Plan"), on a Registration Statement on Form S-8 being filed on the date hereof by the Company with the U.S. Securities and Exchange Commission (the "Commission"), as it may be amended (the "Registration Statement").

We are delivering this opinion to you in accordance with your request and the requirements of Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K promulgated by the Commission.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following:

- (a) the Registration Statement;
- (b) the Restated Certificate of Incorporation of the Company, as amended and restated to date;
- (c) the Amended and Restated Bylaws of the Company, as amended to date;
- (d) corporate proceedings of the Company relating to its proposed issuance of the Shares;
- (e) the Plan; and
- (f) such other instruments and documents as we have deemed relevant or necessary in connection with our opinion set forth herein.

In our examination, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals; (iii) the conformity to original documents of all documents submitted to us as certified, conformed, photostatic, electronic or facsimile copies and the authenticity of the originals of such documents; (iv) the authority of all persons signing any document; (v) the enforceability of all the documents and agreements we have reviewed in accordance with their respective terms against the parties thereto; and (vi) the truth and accuracy of all matters of fact set forth in all certificates and other instruments furnished to us.

Based on the foregoing, and in reliance thereon, and subject to the qualifications, limitations and exceptions stated herein, we are of the opinion, having due regard for such legal considerations as we deem relevant, that, when issued and paid for in accordance with the terms and conditions set forth in the Plan, the Shares will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than Delaware corporate law.

This opinion is rendered on the date hereof, and we have no continuing obligation hereunder to inform you of changes of law or fact subsequent to the date hereof or facts of which we have become aware after the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Dentons US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement of ANI Pharmaceuticals, Inc. on Form S-8 to be filed on or about June 4, 2014 of our report dated February 28, 2014, on our audits of the consolidated financial statements of ANI Pharmaceuticals, Inc. and Subsidiary as of December 31, 2013 and 2012 and for each of the years in the two-year period ended December 31, 2013, which report was included in the Annual Report on Form 10-K filed February 28, 2014.

/s/ EisnerAmper LLP

New York, New York
June 4, 2014
