
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

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

DERMIRA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

27-3267680
(I.R.S. Employer
Identification No.)

Dermira, Inc.
275 Middlefield Road, Suite 150
Menlo Park, California 94025
(650) 421-7200
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan
(Full title of the plans)

Thomas G. Wiggins
Chief Executive Officer and Chairman of the Board
Dermira, Inc.
275 Middlefield Road, Suite 150
Menlo Park, California 94025
(650) 421-7200
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Douglas N. Cogen, Esq.
Michael A. Brown, Esq.
Katherine K. Duncan, Esq.
Fenwick & West LLP
555 California Street, 12th Floor
San Francisco, California 94104
(415) 875-2300

Andrew L. Guggenime
Chief Financial Officer
Dermira, Inc.
275 Middlefield Road, Suite 150
Menlo Park, California 94025
(650) 421-7200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 13(a) of the Exchange Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share				
- Reserved for future issuance under the 2014 Equity Incentive Plan	1,693,126(2)	\$7.24(3)	\$12,258,233	\$1,486
- Reserved for future issuance under the 2014 Employee Stock Purchase Plan	423,281(4)	\$6.16(5)	\$2,607,411	\$317
TOTAL	2,116,407	N/A	\$14,865,644	\$1,803

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents additional shares of the Registrant’s common stock reserved for issuance under the Registrant’s 2014 Equity Incentive Plan (the “*EIP*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the EIP on January 1 of each of the first ten years following the Registrant’s initial public offering equal to 4% of the total number of outstanding shares of the Registrant’s common stock on December 31 of the prior year.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 21, 2019.
- (4) Represents additional shares of the Registrant’s common stock reserved for issuance under the Registrant’s 2014 Employee Stock Purchase Plan (the “*ESPP*”) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the ESPP on January 1 of each of the first ten years following the Registrant’s initial public offering equal to 1% of the total number of outstanding shares of the Registrant’s common stock on December 31 of the prior year.
- (5) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculation the registration fee, on the basis of the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 21, 2019. Under the ESPP, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date (i.e., the first business day of the offering period of up to 27 months) or the purchase date (i.e., the last business day of a six-month purchase period), whichever is less.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Dermira, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register:

- (i) 1,693,126 additional shares of common stock under the Registrant’s 2014 Equity Incentive Plan, pursuant to the provisions of the 2014 Equity Incentive Plan (“*EIP*”) providing for an automatic annual increase in the number of authorized shares reserved and available for issuance under the EIP on January 1, 2019 equal to 4% of the total number of outstanding shares of the Registrant’s common stock on December 31, 2018; and
- (ii) 423,281 additional shares of common stock under the Registrant’s 2014 Employee Stock Purchase Plan (“*ESPP*”), pursuant to the provisions of the ESPP providing for an automatic annual increase in the number of shares reserved and available for issuance under the ESPP on January 1, 2019 equal to 1% of the total number of outstanding shares of the Registrant’s common stock on December 31, 2018.

This Registration Statement hereby incorporates by reference the contents of the Registrant’s previous registration statements on Form S-8 filed with the Commission on October 2, 2014 (Registration No. 333-199127), March 25, 2015 (Registration No. 333-203002), March 4, 2016 (Registration No. 333-209922), March 6, 2017 (Registration No. 333-216484) and February 5, 2018 (Registration No. 333-222865). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on February 26, 2019;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above;
- (c) the Registrant’s Current Report on Form 8-K filed with the Commission on February 12, 2019; and
- (d) the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (Registration No. 001-36668) filed with the Commission on September 29, 2014 under Section 12(b) of the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment, which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document, which also is deemed to be incorporated by reference herein, modifies or supersedes such statement. The Registrant’s Current Reports on Form 8-K will be deemed incorporated herein by reference only to the extent that the items therein are specifically stated to be “filed” rather than “furnished” for the purposes of Section 18 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

As of the date of this Registration Statement, attorneys of Fenwick & West LLP beneficially own an aggregate of 41,134 shares of the Registrant’s common stock, representing approximately 0.01% of the Registrant’s outstanding shares of common stock as of December 31, 2018.

Item 8. Exhibits.

The following exhibits are filed herewith:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant.	10-Q	001-36668	3.1	11/12/2014	
4.2	Restated Bylaws of the Registrant.	10-Q	001-36668	3.2	11/12/2014	
4.3	Form of Common Stock Certificate.	S-1	333-198410	4.1	8/27/2014	
5.1	Opinion of Fenwick & West LLP.					X
23.1	Consent of Independent Registered Public Accounting Firm.					X
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1).					X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
24.1	Power of Attorney (included on the signature page of this Registration Statement).					X
99.1	2014 Equity Incentive Plan and forms of stock option award agreement, stock option exercise agreement, restricted stock agreement, stock appreciation right award agreement, restricted stock unit award agreement, performance shares award agreement and stock bonus agreement.	10-Q	001-36668	10.3	11/12/2014	
99.2	2014 Employee Stock Purchase Plan and form of subscription agreement.	10-Q	001-36668	10.4	11/12/2014	

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 Menlo Park, State of California, on this 26th day of February, 2019.

DERMIRA, INC.

By: /s/ THOMAS G. WIGGANS

Thomas G. Wiggans

Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Thomas G. Wiggans and Andrew L. Guggenhime, and each of them, as his or her true and lawful attorney-in-fact, proxy, and agent with the full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this Registration Statement on Form S-8), 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, proxies 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 connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents, or their or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed 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/ THOMAS G. WIGGANS</u> Thomas G. Wiggans	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 26, 2019
<u>/s/ ANDREW L. GUGGENHIME</u> Andrew L. Guggenhime	Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2019
<u>/s/ EUGENE A. BAUER M.D.</u> Eugene A. Bauer	Chief Medical Officer and Director	February 26, 2019
<u>/s/ DAVID E. COHEN, M.D., M.P.H.</u> David E. Cohen, M.D., M.P.H.	Director	February 26, 2019
<u>/s/ FRED B. CRAVES</u> Fred B. Craves	Lead Independent Director	February 26, 2019
<u>/s/ MATTHEW K. FUST</u> Matthew K. Fust	Director	February 26, 2019
<u>/s/ MARK D. MCDADE</u> Mark D. McDade	Director	February 26, 2019
<u>/s/ JAKE R. NUNN</u> Jake R. Nunn	Director	February 26, 2019
<u>/s/ WILLIAM R. RINGO</u> William R. Ringo	Director	February 26, 2019
<u>/s/ KATHLEEN SEBELIUS</u> Kathleen Sebelius	Director	February 26, 2019



555 CALIFORNIA STREET, 12TH FLOOR SAN FRANCISCO, CA 94104
TEL: 415.875.2300 FAX: 415.281.1350 WWW.FENWICK.COM

February 26, 2019

Dermira, Inc.
275 Middlefield Road, Suite 150
Menlo Park, California 94025

Ladies and Gentlemen:

As counsel to Dermira, Inc., a Delaware corporation (the "*Company*"), we have examined the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "*Commission*") on or about February 26, 2019 (the "*Registration Statement*") in connection with the registration under the Securities Act of 1933, as amended (the "*Securities Act*"), of an aggregate of 2,116,407 shares (the "*Shares*") of the Company's Common Stock, \$0.001 par value per share (the "*Common Stock*"), subject to issuance by the Company (a) upon the exercise or settlement of awards granted or to be granted under the Company's 2014 Equity Incentive Plan (the "*2014 Plan*") and (b) pursuant to purchase rights to acquire shares of Common Stock granted or to be granted under the Company's 2014 Employee Stock Purchase Plan (the "*Purchase Plan*"). The 2014 Plan and the Purchase Plan are collectively referred to in this letter as the "*Plans*." At your request we are providing this letter, to express our opinion on the matters set forth below ("*our opinion*").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of the Company's current certificate of incorporation and bylaws, as amended (collectively, the "*Charter Documents*"), the Plans, the Registration Statement and the exhibits thereto; certain corporate proceedings of the Company's board of directors, committees of the board of directors and stockholders relating to adoption or approval of the Charter Documents, the Plans, the reservation of the Shares for sale and issuance pursuant to the Plans, the filing of the Registration Statement and the registration of the issuance and sale of the Shares under the Securities Act; and documents (including a certificate from the Company's transfer agent) regarding the Company's outstanding and reserved capital stock and other securities, and such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a good standing certificate regarding the Company issued

by the Secretary of State of the State of Delaware and representations and certifications made to us by the Company, including, without limitation, representations in an Opinion Certificate addressed to us of even date herewith, that the Company has available a sufficient number of authorized shares of Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter.

We render this opinion only with respect to, and we express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the existing Delaware General Corporation Law now in effect. We express no opinion with respect to the securities or "blue sky" laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 2,116,407 shares of Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards granted or to be granted under the 2014 Plan and (b) pursuant to purchase rights granted or to be granted under the Purchase Plan have been issued and sold by the Company against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares will be validly issued, fully paid and non-assessable.

*****Concluding Paragraph Appears on Next Page*****

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder. This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Michael A. Brown
Michael A. Brown, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Equity Incentive Plan and the 2014 Employee Stock Purchase Plan of Dermira, Inc. of our reports dated February 26, 2019, with respect to the consolidated financial statements of Dermira, Inc. and the effectiveness of internal control over financial reporting of Dermira, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California
February 26, 2019