

Alkermes plc.  
Form S-8  
October 26, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**ALKERMES PUBLIC LIMITED COMPANY**

(Exact name of registrant as specified in its charter)

**Ireland**

(State or other jurisdiction of incorporation or organization)

**98-1007018**

(I.R.S. Employer Identification No.)

**Connaught House, 1 Burlington Road**

**Dublin 4, Ireland**

(Address, including zip code of registrant's principal executive offices)

**ALKERMES PLC 2011 STOCK OPTION AND INCENTIVE PLAN**

(Full title of the plans)

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**Kathryn L. Biberstein, Esq.**

**Alkermes plc**

**852 Winter Street**

**Waltham, MA 02451**

**Telephone: 781-609-6000**

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

**Copies to:**

**Mitchell S. Bloom, Esq.**

**Edward A. King, Esq.**

Goodwin Procter LLP

Exchange Place  
53 State Street  
Boston, MA 02109

Telephone: 617-570-1000

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 the 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  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share		Proposed Maximum Aggregate Offering Price		Amount of Registration Fee(2)	
		\$		\$		\$	
Ordinary Shares, par value \$0.01 per share ( Shares )	4,200,000	\$	18.27	\$	76,734,000	(2)	\$ 10,467

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this registration statement shall also be deemed to cover an indeterminate number of additional Shares issuable in the event the number of outstanding Shares of the Registrant is increased by split-up, reclassification, stock dividend, recapitalization, and similar transactions.

(2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Shares as reported on the NASDAQ Global Select Stock Market as

of October 25, 2012.

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**PART I**

This Registration Statement on Form S-8 registers additional ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Alkermes plc (the "Registrant") which may be acquired pursuant to the Alkermes plc 2011 Stock Option and Incentive Plan, as amended (the "Plan"). The securities subject to this Registration Statement are of the same class of the Registrant for which the Registrant previously filed Registration Statements on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") (Registration No. 333-179545) on February 16, 2012. Accordingly, the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-179545, as filed with the Securities and Exchange Commission, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

See the Index to Exhibits on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Index to Exhibits is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Dublin, Ireland, on October 26, 2012.

ALKERMES PLC

By: /s/ Richard F. Pops  
 Name: Richard F. Pops  
 Title: *Chairman and Chief Executive Officer*

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of the Registrant hereby severally constitute and appoint Richard F. Pops and James M. Frates, and each of them, our true and lawful attorney-in-fact, with full power of substitution, to sign for us and in our names and the capacities indicated below, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments to this Registration Statement, with exhibits thereto and all other documents in connection therewith, and generally to do or cause to be done by virtue hereof all things in our names and on our behalf in such capacities to enable the Registrant to comply with the provisions of the Securities Act, and all requirements of the Securities and Exchange Commission.

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

SIGNATURE	TITLE	DATE
/s/ Richard F. Pops <b>Richard F. Pops</b>	Chairman and Chief Executive Officer (Principal Executive Officer)	October 26, 2012
/s/ James M. Frates <b>James M. Frates</b>	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 26, 2012
/s/ David W. Anstice <b>David W. Anstice</b>	Director	October 26, 2012
/s/ Floyd E. Bloom <b>Floyd E. Bloom</b>	Director	October 26, 2012
/s/ Robert A. Breyer <b>Robert A. Breyer</b>	Director	October 26, 2012
/s/ Wendy L. Dixon <b>Wendy L. Dixon</b>	Director	October 26, 2012
/s/ Gerri Henwood	Director	October 26, 2012

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**Gerri Henwood**

/s/ Paul J. Mitchell  
**Paul J. Mitchell**

Director

October 26, 2012

/s/ Mark B. Skaletsky  
**Mark B. Skaletsky**

Director

October 26, 2012

/s/ Kathryn L. Biberstein  
**Kathryn L. Biberstein**

Authorized Representative in the U.S.  
Alkermes, Inc.  
(General Counsel)

October 26, 2012

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Alkermes plc 2011 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 6, 2012 (File No. 001-35299)).
5.1	Opinion of Arthur Cox, Solicitors, as to the legality of the securities being registered (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Arthur Cox, Solicitors (included in Exhibit 5.1 filed herewith).
24.1	Power of Attorney (included in signature page).