

SOPHIRIS BIO INC.

Form 424B3

October 29, 2015

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-196331

Prospectus Supplement No. 8

(to prospectus dated May 6, 2015)

Sophiris Bio Inc.

This Prospectus Supplement No. 7 supplements and amends the prospectus dated May 6, 2015, or the Original Prospectus, and Prospectus Supplement No. 1 thereto, dated May 15, 2015, Prospectus Supplement No. 2 thereto, dated May 29, 2015, Prospectus Supplement No. 3 thereto, dated August 24, 2015, Prospectus Supplement No. 4 thereto, dated August 24, 2015, Prospectus Supplement No. 5 thereto, dated August 24, 2015, Prospectus No. 6 thereto, dated August 24, 2015 and Prospectus No. 7 thereto, dated October 29, 2015 which we refer to collectively to as the Prospectus, relating to the sale of an aggregate of 3,409,629 of our common shares, no par value, by the selling shareholder identified in the Original Prospectus.

On October 23, 2015, we filed with the Securities and Exchange Commission a Current Report on Form 8-K relating to our approval from the Listings Qualifications Department of the Nasdaq Stock Market to transfer our listing of the Company's common stock from The Nasdaq Global Market to The Nasdaq Capital Market effective at the opening of business on October 26, 2015. The information set forth below supplements and amends the information contained in the Prospectus. This Prospectus Supplement No. 8 should be read in conjunction with, and delivered with, the Prospectus and is qualified by reference to the Prospectus except to the extent that the information in this Prospectus Supplement No. 8 supersedes the information contained in the Prospectus.

The prices at which the selling shareholder may sell the shares will be determined by the prevailing market price for the shares or in negotiated transactions. We will not receive proceeds from the sale of the shares by the selling shareholder. However, we may receive proceeds of up to \$15.0 million from the sale of our common shares to the selling shareholder, pursuant to a common stock purchase agreement entered into with the selling shareholder on May 16, 2014, including proceeds that we have already received thereunder.

The selling shareholder is an “underwriter” within the meaning of the Securities Act of 1933, as amended. We will pay the expenses of registering these shares, but all selling and other expenses incurred by the selling shareholder will be paid by the selling shareholder.

Our common shares trade on the NASDAQ Global Market, or NASDAQ, under the ticker symbol “SPHS”. On October 28, 2015, the last reported sale price per common share was \$0.76 per share.

This investment involves risks. See “Risk Factors” on page 7 of the Original Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement No. 8 is October 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

October 22, 2015

Date of Report (Date of earliest event reported)

**Sophiris
Bio Inc.**
(Exact
name of

registrant
as
specified
in its
charter)

British Columbia **001-36054** **98-1008712**
(State or other jurisdiction (Commission File Number) (IRS Employer Identification No.)
of incorporation)

1258 Prospect Street

La Jolla, CA **92037**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:(858) 777-1760

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 22, 2015, Sophiris Bio Inc. (“the Company”) received approval from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) to transfer the listing of the Company’s common stock from the Nasdaq Global Market to the Nasdaq Capital Market. This transfer will be effective at the opening of business on October 26, 2015. The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as the Nasdaq Global Market and listed companies must meet certain financial requirements and comply with Nasdaq’s corporate governance requirements. The Company’s common stock will continue to trade under the symbol “SPHS.”

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2015, the Company received a letter from Nasdaq on August 18, 2015 notifying the Company that the Company did not meet the minimum stockholders’ equity requirement for continued listing set forth in Nasdaq Listing Rule 5450(b)(1)(A). By transferring to the Nasdaq Capital Market this issue has been resolved.

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on August 7, 2015, the Company received a letter from Nasdaq on August 3, 2015 notifying the Company that the consolidated closing bid price of the Company’s common stock had been below \$1.00 per share for 30 consecutive business days and that the Company was therefore not in compliance with the minimum bid price requirement for continued listing on The Nasdaq Global Market, as set forth in Marketplace Rule 5450(a)(1).

The Company has been provided a grace period of 180 calendar days, or until February 1, 2016, to regain compliance with the minimum consolidated closing bid price requirement for continued listing. The transfer of the Company’s listing to the Nasdaq Capital Market does not impact this deficiency. The Company has until February 1, 2016 to regain compliance with the minimum consolidated closing bid price requirement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sophiris Bio Inc.

Dated: October 23, 2015

By: /s/ Peter Slover
Peter Slover

Chief Financial
Officer