

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

**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**IMPRIMIS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**45-0567010**  
(I.R.S. Employer  
Identification No.)

**12264 El Camino Real, Suite 350**  
**San Diego, CA 92130**  
(Address of principal executive offices, including zip code)

**Amended and Restated 2007 Incentive Stock and Awards Plan**  
(Full title of the plan)

**Mark L. Baum**  
**Chief Executive Officer**  
**Imprimis Pharmaceuticals, Inc.**  
**12264 El Camino Real, Suite 350**  
**San Diego, CA 92130**  
**(858) 704-4040**

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

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.

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 to be Registered	Amount to be registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, par value \$0.001 per share	2,600,000 (2)	\$ 7.75	\$ 20,150,000	\$ 2,595.32

(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 securities that may be offered or issued in connection with any stock dividend, stock split, recapitalization or other similar transaction.

(2) Represents shares available for grant, but not yet granted as of the date of this Registration Statement under the Imprimis Pharmaceuticals, Inc. Amended and Restated 2007 Incentive Stock and Awards Plan (the "Plan"). Shares available for issuance under the Plan were previously registered on Registration Statements on Form S-8 filed with the Securities and Exchange Commission on May 12, 2009 (File No. 333-159159) and August 22, 2012 (File No. 333-183488).

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(h) and 457(c) under the Securities Act, based on the average of the high and low sales prices of the Company's Common Stock on the Nasdaq Capital Market on September 9, 2014.

## EXPLANATORY NOTE

This registration statement on Form S-8 is filed pursuant to General Instruction E. to Form S-8 to register an additional 2,600,000 shares of common stock, par value \$0.001 per share, of Imprimis Pharmaceuticals, Inc. (the "Company") that may be offered and sold under the Imprimis Pharmaceuticals, Inc. Amended and Restated 2007 Incentive Stock and Awards Plan, pursuant to Amendment No. 1 to the Plan approved by the stockholders of the Company on September 27, 2013 (as amended, the "Plan"). This registration statement registers additional securities of the same class as other securities for which another registration statement filed on this form relating to the same employee benefit plan is effective. Pursuant to General Instruction E. to Form S-8, the contents of the Company's two previously filed registration statements on Form S-8 relating to the Plan, (i) Registration No. 333-159159 filed with the Securities and Exchange Commission (the "Commission") on May 12, 2009 and (ii) Registration No. 333-183488 filed with the Commission on August 22, 2012, are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

### **Item 8. Exhibits.**

Reference is made to the Exhibit Index.

---

## 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 San Diego, State of California, on September 10, 2014.

### IMPRIMIS PHARMACEUTICALS, INC.

By: /s/ Mark L. Baum

Mark L. Baum  
Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark L. Baum and Andrew R. Boll, and each of them, as his or her true and lawful attorneys-in-fact and agents, each 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 all 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 and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or any of them, or his or her or their 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>TITLE</u>	<u>DATE</u>
<u>/s/ Mark L. Baum</u> Mark L. Baum	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	September 10, 2014
<u>/s/ Andrew R. Boll</u> Andrew R. Boll	Vice President of Accounting and Public Reporting ( <i>Principal Accounting &amp; Financial Officer</i> )	September 10, 2014
<u>/s/ Stephen G. Austin</u> Stephen G. Austin	Director	September 10, 2014
<u>/s/ August S. Bassani</u> August S. Bassani	Director	September 10, 2014
<u>/s/ Robert J. Kammer</u> Robert J. Kammer	Chairman of the Board of Directors and Director	September 10, 2014
<u>/s/ William H. Nelson</u> William H. Nelson	Director	September 10, 2014

---

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Document</b>
5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of Morrison & Foerster LLP (contained in Exhibit 5.1)
23.2	Consent of KMJ Corbin & Company LLP
24.1	Power of Attorney (contained on signature page)

---



September 10, 2014

Imprimis Pharmaceuticals, Inc.  
12264 El Camino Real, Suite 350  
San Diego, CA 92130

Re: Imprimis Pharmaceuticals, Inc. Amended and Restated 2007 Incentive Stock and Awards Plan

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "Registration Statement") of Imprimis Pharmaceuticals, Inc. (the "Company") to be filed with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 2,600,000 shares of your common stock (the "Plan Shares") which will be issuable under the Imprimis Pharmaceuticals, Inc. Amended and Restated 2007 Incentive Stock and Awards Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. For the purpose of the opinion rendered below, we have assumed that in connection with the issuance of the Plan Shares, the Company will receive the consideration for such shares required by the terms of the Plan.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Plan Shares, when issued and sold in accordance with the terms set forth in the Plan, will be legally issued, fully paid and non-assessable.

---

Imprimis Pharmaceuticals, Inc.

September 10, 2014

Page Two

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

*/s/ Morrison & Foerster LLP*

\_\_\_\_\_  
Morrison & Foerster LLP

---





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 28, 2014, relating to the consolidated financial statements of Imprimis Pharmaceuticals, Inc. and subsidiary, appearing in the Annual Report on Form 10-K of Imprimis Pharmaceuticals, Inc. for the year ended December 31, 2013.

*/s/ KMJ Corbin & Company LLP*

---

Costa Mesa, California  
September 10, 2014

---

