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

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**FORM S-8**

REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Rocket Pharmaceuticals, Inc.**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or organization)

04-3475813  
(I.R.S. Employer Identification No.)

**Rocket Pharmaceuticals, Inc.**  
**9 Cedarbrook Drive**  
**Cranbury, NJ 08512**  
(Address of principal executive offices, including zip code)  
**(646) 440-9100**  
(Registrant's telephone number, including area code)

**Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan**  
(Full title of the plans)

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**Gaurav Shah, MD**  
**President and Chief Executive Officer**  
**Rocket Pharmaceuticals, Inc.**  
**9 Cedarbrook Drive**  
**Cranbury, NJ 08512**  
(Name and address, including zip code, of agent for service)  
**(646) 440-9100**  
(Telephone number, including area code, of agent for service)

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*Please send copies of all communications to:*

Sarah Ashfaq, Esq.  
William D. Collins, Esq.  
Goodwin Procter LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018  
(212) 813-8800

Martin Wilson, Esq.  
General Counsel & Chief Compliance Officers, SVP  
Rocket Pharmaceuticals, Inc.  
9 Cedarbrook Drive  
Cranbury, NJ 08512  
(646) 440-9100

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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 7(a)(2)(B) of the Securities Act.

#### EXPLANATORY NOTE

This Registration Statement on Form S-8 registers 5,020,091 additional shares of Common Stock under the Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan (the “Plan”). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2020, by an amount equal to the lesser of: (i) four percent (4%) of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or (ii) such number of shares of Common Stock as determined by the compensation committee of the Company’s board of directors. Accordingly, on January 1, 2021, and January 1, 2022, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 2,439,855 and 2,580,236, respectively. The additional shares are of the same class as other securities relating to the Plan for which the Registrant’s registration statements filed on Form S-8 filed with the Securities and Exchange Commission on March 6, 2020 ([File No. 333-236946](#)), March 7, 2018 ([Registration No. 333-223488](#)), March 23, 2017 ([Registration No. 333-216892](#)), June 29, 2016 ([Registration No. 333-212308](#)) and May 28, 2015 ([Registration No. 333-204501](#)), are effective. The information contained in the Registrant’s registration statements on Form S-8 (Registration Nos. 333-236946, 333- 223488, 333-216892, 333-212308 and 333-204501) are hereby incorporated by reference pursuant to General Instruction E.

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## Part II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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#### Item 8. Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">5.1*</a>	Opinion of Goodwin Procter LLP.
<a href="#">23.1*</a>	Consent of Goodwin Procter LLP (included in Exhibit 5.1).
<a href="#">23.2*</a>	Consent of EisnerAmper LLP, independent registered public accounting firm.
<a href="#">24.1*</a>	Power of Attorney (included on signature page).
<a href="#">99.1</a>	Second Amended and Restated 2014 Stock Option and Incentive Plan (Incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-36829) filed with the Securities and Exchange Commission on April 20, 2018).
<a href="#">99.2</a>	Form of Incentive Stock Option Agreement (Employees) (Incorporated by reference to Exhibit 10.3# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 8, 2019).
<a href="#">99.3</a>	Form of Non-Qualified Stock Option Agreement (Employees) (Incorporated by reference to Exhibit 10.4# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 8, 2019).
<a href="#">99.4</a>	Form of Non-Qualified Stock Option Agreement (Non-Employee Directors) (Incorporated by reference to Exhibit 10.5# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 8, 2019).
<a href="#">99.5</a>	Form of Non-Qualified Stock Option Agreement (Consultants) (Incorporated by reference to Exhibit 10.6# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 8, 2019).
<a href="#">99.6</a>	Form of Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.6.1# to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 6, 2020).
<a href="#">99.7</a>	Amended and Restated 2014 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.10 to the Registrant's Annual Report on Form 10-K (File No. 001-36829) filed with the Securities and Exchange Commission on March 7, 2018).
<a href="#">107*</a>	Filing Fee Table.

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\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Cranbury, State of New Jersey, on December 20, 2022.

**ROCKET PHARMACEUTICALS, INC.**

/s/ Gaurav Shah, MD

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Gaurav Shah, MD

Chief Executive Officer

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## POWER OF ATTORNEY AND SIGNATURES

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below hereby constitutes and appoints Gaurav Shah, MD and Martin Wilson, JD, and each of them, as his or her true and lawful attorney-in-fact 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 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 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 and agents, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gaurav Shah</u> Gaurav Shah, M.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 20, 2022
<u>/s/ John C. Militello</u> John C. Militello	VP of Finance, Senior Controller and Treasurer <i>(Interim Principal Financial Officer and Principal Accounting Officer)</i>	December 20, 2022
<u>/s/ Elisabeth Björk</u> Elisabeth Björk, M.D., Ph.D.	Director	December 20, 2022
<u>/s/ Roderick Wong</u> Roderick Wong, M.D.	Director	December 20, 2022
<u>/s/ Naveen Yalamanchi</u> Naveen Yalamanchi, M.D.	Director	December 20, 2022
<u>/s/ Carsten Boess</u> Carsten Boess	Director	December 20, 2022
<u>/s/ David P. Southwell</u> David P. Southwell	Director	December 20, 2022
<u>/s/ Pedro Granadillo</u> Pedro Granadillo	Director	December 20, 2022
<u>/s/ Gotham Makker</u> Gotham Makker, M.D.	Director	December 20, 2022
<u>/s/ Fady Malik</u> Fady Malik, M.D., Ph.D.	Director	December 20, 2022

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December 20, 2022

Rocket Pharmaceuticals, Inc.  
9 Cedarbrook Drive  
Cranbury, NJ 08512

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 5,020,091 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Rocket Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's Second Amended and Restated Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan (the "Plan").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinion set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion letter and the opinion it contains shall be interpreted in accordance with the Core Opinion Principles as published in 74 *Business Lawyer* 815 (Summer 2019).

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

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Rocket Pharmaceuticals, Inc. on Form S-8 to be filed on or about December 20, 2022 of our reports dated February 28, 2022, on our audits of the financial statements as of December 31, 2021 and 2020 and for each of the years in the three-year period ended December 31, 2021, and the effectiveness of Rocket Pharmaceutical, Inc.'s internal control over financial reporting as of December 31, 2021, which reports were included in the Annual Report on Form 10-K filed February 28, 2022.

/s/ EisnerAmper LLP

EISNERAMPER LLP  
Iselin, New Jersey  
December 20, 2022

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## Calculation of Filing Fee Table

Form S-8  
(Form Type)

Rocket Pharmaceuticals, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan Common Stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	5,020,091 <sup>(2)</sup>	\$21.12 <sup>(3)</sup>	\$106,024,321.92	\$0.0001102	\$11,683.89
<b>Total Offering Amounts</b>							
<b>Total Fee Offsets</b>							
<b>Net Fee Due</b>							\$11,683.89

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional shares of common stock which become issuable under the Rocket Pharmaceuticals, Inc. 2014 Stock Option and Incentive Plan (the “Plan”), by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of common stock.
- (2) Represents (i) 2,439,855 shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Registrant’s Option Plan on January 1, 2021 and (ii) 2,580,236 shares of the Registrant’s common stock that were automatically added to the shares authorized for issuance under the Plan on January 1, 2022, each pursuant to an annual “evergreen” increase provision contained in 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 March 6, 2020 (File No. 333-236946), March 7, 2018 (Registration No. 333-223488), March 23, 2017 (Registration No. 333-216892), June 29, 2016 (Registration No. 333-212308) and May 28, 2015 (Registration No. 333-204501).
- (3) The price of \$21.12 is estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act, and based on the average of the high and low sale prices of the Registrant’s common stock, as quoted on the Nasdaq Global Market, on December 13, 2022.