

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
MYRIAD GENETICS, INC.

(Exact name of registrant as specified in its charter)

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

87-0494517
*(I.R.S. Employer
Identification No.)*

320 Wakara Way
Salt Lake City, Utah 84108
(Address of Principal Executive Offices) (Zip Code)

**MYRIAD GENETICS, INC. 2017 EMPLOYEE, DIRECTOR AND
CONSULTANT EQUITY INCENTIVE PLAN, AS AMENDED**
(Full title of the plan)

MARK C. CAPONE
PRESIDENT AND CHIEF EXECUTIVE OFFICER
MYRIAD GENETICS, INC.
320 Wakara Way
Salt Lake City, Utah 84108
(801) 584-3600
(Name and address of agent for service)
(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, a smaller reporting company or an emerging growth company. See definition 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"/> | (Do not check if smaller reporting company) | 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.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|--------------------------------------|-----------------------------|-----------------------------------------------|-----------------------------------------------|----------------------------|
| Common Stock, \$.01 par value | 238,134 | \$27.31 | \$6,503,439.54 | \$788.22 |
| | 1,000,000 | \$27.31 | \$27,310,000.00 | \$3,309.97 |
| Total: | 1,238,134 | | \$33,813,439.54 | \$4,098.19 |

- (1) The number of shares of common stock, par value \$.01 per share ("Common Stock"), stated above consists of (i) 238,134 additional shares of Common Stock which may hereafter be issued under the Myriad Genetics, Inc. 2017 Employee, Director and Consultant Equity Incentive Plan (the "2017 Plan"), that have been carried over from the 2003 Employee, Director and Consultant Stock Option Plan, as amended, and the 2010 Employee, Director and Consultant Equity Incentive Plan, as amended; and (ii) 1,000,000 shares of Common Stock which may hereafter be issued under the 2017 Plan pursuant to an amendment to the 2017 Plan adopted by the Company's stockholders on November 29, 2018. The maximum number of shares which may be sold under the Plan is subject to adjustment in accordance with certain anti-dilution and other provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement covers, in addition to the number of shares stated above, an indeterminate number of shares which may be subject to grant or otherwise issuable after the operation of any such anti-dilution and other provisions.
- (2) This calculation is made solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(c) and (h) under the Securities Act. The fee is calculated on the basis of the average of the high and low sale prices per share of the Common Stock on The Nasdaq Global Select Market as of a date (February 4, 2019) within five business days prior to filing this Registration Statement.

EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as other securities for which the registration statement filed on Form S-8 (SEC File No. 333-222913) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-222913) is hereby incorporated by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| <u>Exhibit Number</u> | <u>Item</u> |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------|
| 5.1* | <u>Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.</u> |
| 23.1* | <u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u> |
| 23.2* | <u>Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (contained in Exhibit 5.1 hereto).</u> |
| 23.3* | <u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u> |
| 24.1* | <u>Powers of Attorney (included in the signature page of this registration statement).</u> |

* Filed herewith.

SIGNATURES

The Registrant. 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 Salt Lake City, Utah, on February 8, 2019.

MYRIAD GENETICS, INC.

By /s/ Mark C. Capone
Mark C. Capone
President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints Mark C. Capone and R. Bryan Riggsbee, and each of them singly, his/her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them singly, for him/her and in his/her name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Myriad Genetics, Inc., and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitute 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> |
|------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------|
| By: <u>/s/ Mark C. Capone</u> Mark C. Capone | President and Chief Executive Officer and Director (principal executive officer) | February 8, 2019 |
| By: <u>/s/ R. Bryan Riggsbee</u> R. Bryan Riggsbee | Chief Financial Officer (principal financial and accounting officer) | February 8, 2019 |
| By: <u>/s/ John T. Henderson</u> John T. Henderson, M.D. | Chairman of the Board | February 8, 2019 |
| By: <u>/s/ Walter Gilbert</u> Walter Gilbert, Ph.D. | Vice Chairman of the Board | February 8, 2019 |
| By: <u>/s/ Lawrence C. Best</u> Lawrence C. Best | Director | February 8, 2019 |
| By: <u>/s/ Dennis H. Langer</u> Dennis H. Langer, M.D., J.D. | Director | February 8, 2019 |
| By: <u>/s/ S. Louise Phanstiel</u> S. Louise Phanstiel | Director | February 8, 2019 |
| By: <u>/s/ Heiner Dreismann</u> Heiner Dreismann, Ph.D. | Director | February 8, 2019 |



One Financial Center
Boston, MA 02111
617 542 6000
mintz.com

MINTZ

February 8, 2019

Myriad Genetics, Inc.
320 Wakara Way
Salt Lake City, Utah 84108

Re: Registration Statement on Form S-8; 1,238,134 shares of Common Stock of Myriad Genetics, Inc., par value \$0.01 per share

Ladies and Gentlemen:

We have acted as legal counsel to Myriad Genetics, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement"), pursuant to which the Company is registering the issuance under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 1,238,134 shares (the "Shares") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), that may be issued pursuant to the Company's 2017 Employee, Director and Consultant Equity Incentive Plan, as amended (the "Plan"). This opinion is being rendered in connection with the filing of the Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Registration Statement.

In connection with this opinion, we have examined the Company's Restated Certificate of Incorporation, as amended, and Restated By-Laws, each as currently in effect; such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant; and the Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such copies, and the truth and correctness of any representations and warranties contained therein. In addition, we have assumed that the Company will receive any required consideration in accordance with the terms of the Plan.

Our opinion expressed herein is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

BOSTON LONDON LOS ANGELES NEW YORK SAN DIEGO SAN FRANCISCO WASHINGTON

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.



MINTZ

Based upon the foregoing, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and we hereby consent thereto. In giving this consent, we do not 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 promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Myriad Genetics, Inc. 2017 Employee, Director and Consultant Equity Incentive Plan, as amended of our reports dated August 24, 2018, with respect to the consolidated financial statements and schedule of Myriad Genetics, Inc., and the effectiveness of internal control over financial reporting of Myriad Genetics, Inc., included in its Annual Report (Form 10-K) for the year ended June 30, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Salt Lake City, Utah
February 8, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Myriad Genetics, Inc. of our report dated March 9, 2018, except for the change in the manner in which the Company accounts for debt extinguishment costs and restricted cash as discussed in Note 3 to the consolidated financial statements, as to which the date is May 9, 2018 relating to the consolidated financial statements of Counsyl, Inc., which appears in Myriad Genetics, Inc.'s Current Report on Form 8-K/A dated October 12, 2018.

/s/ PricewaterhouseCoopers LLP
San Jose, California
February 8, 2019