

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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**SIGA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**13-3864870**  
(I.R.S. Employer  
Identification Number)

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**27 East 62nd Street**  
**New York, New York 10065**  
(Address of Principal Executive Offices)

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**SIGA TECHNOLOGIES, INC.**  
**2010 STOCK INCENTIVE PLAN**  
(as amended and restated, effective April 18, 2017)  
(Full Title of the Plan)

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**Daniel Luckshire**  
**SIGA Technologies, Inc.**  
**27 East 62nd Street**  
**New York, New York 10065**  
(Name and Address of Agent for Service)

**(212) 672-9100**  
(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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐  
(Do not check if smaller  
reporting company)

Smaller reporting company ☐

Emerging growth company ☐

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. ☐

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# CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share to be issued under the SIGA Technologies, Inc. 2010 Stock Incentive Plan	4,000,000	\$3.38 (2)	\$13,520,000	\$1,566.97

- (1) This registration statement (this "Registration Statement") is being filed with the Securities and Exchange Commission to register 4,000,000 shares of common stock, par value \$.0001 per share ("Common Stock") which may be issued under the SIGA Technologies, Inc. 2010 Stock Incentive Plan (as amended and restated, effective as of April 18, 2017). In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional shares that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated, solely for the purpose of calculating the registration fee, pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act, based on the average of the high and low sales prices for our Common Stock reported on the OTC Markets on May 26, 2017, which is within five (5) business days prior to the date of this Registration Statement.

#### **EXPLANATORY NOTE**

On June 4, 2010, by means of a registration statement on Form S-8, file number 333-167329 (the “Original Registration Statement”), SIGA Technologies, Inc. registered 2,000,000 shares of our Common Stock for issuance under the SIGA Technologies, Inc. 2010 Stock Incentive Plan (as amended and/or restated from time to time, the “Plan”), and on August 6, 2012, by means of a registration statement on Form S-8, file number 333-183101 (the “Second Registration Statement”), SIGA Technologies, Inc. registered an additional 2,500,000 shares of our Common Stock for issuance under the Plan. This Registration Statement registers an additional 4,000,000 shares of our common stock for issuance under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement and the Second Registration Statement are hereby incorporated by reference into this Registration Statement.

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## 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 New York, state of New York, on this 5<sup>th</sup> day of June, 2017.

Siga Technologies, Inc.

/s/ Phillip L. Gomez  
Phillip L. Gomez  
Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of SIGA Technologies, Inc., hereby severally constitute and appoint Phillip L. Gomez and Daniel Luckshire, our true and lawful attorneys-in-fact, with full power to him or her, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this registration statement and any other registration statement (and any amendment thereto) filed with the Securities and Exchange Commission with respect to the plan listed on the face of this registration statement and generally do all things in our names and on our behalf in such capacities to enable SIGA Technologies, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on June 5, 2017 in the capacities indicated.

Signature	Title
<u>/s/ Phillip L. Gomez</u> <b>Phillip L. Gomez</b>	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Daniel J. Luckshire</u> <b>Daniel J. Luckshire</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> <b>Eric A. Rose, M.D.</b>	Director
<u>*</u> <b>James J. Antal</b>	Director
<u>*</u> <b>Michael J. Bayer</b>	Director
<u>*</u> <b>Thomas E. Constance</b>	Director
<u>/s/ Jeffrey B. Kindler</u> <b>Jeffrey B. Kindler</b>	Director
<u>*</u> <b>Joseph W. Marshall III</b>	Director
<u>/s/ Michael Plansky</u> <b>Michael Plansky</b>	Director
<u>*</u> <b>Paul G. Savas</b>	Director
<u>* /s/ Daniel J. Luckshire</u> <b>Daniel J. Luckshire, by Power of Attorney</b>	

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of SIGA Technologies, Inc. (incorporated by reference to the Current Report on Form 8-K of the Company filed on April 14, 2016).
4.2	Amended and Restated Bylaws of SIGA Technologies, Inc. (incorporated by reference to the Current Report on Form 8-K of the Company filed on April 14, 2016).
4.3	Form of Common Stock Certificate (incorporated by reference to the Form SB-2 Registration Statement of the Company dated March 10, 1997 (No. 333-23037)).
4.4	SIGA Technologies, Inc. 2010 Stock Incentive Plan, as amended and restated effective April 18, 2017 (incorporated by reference to the Proxy Statement on Schedule 14A of the Company dated April 19, 2017).
<a href="#">5.1</a>	Opinion of Kramer Levin Naftalis & Frankel LLP.
<a href="#">23.1</a>	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Kramer Levin Naftalis & Frankel LLP (included in Exhibit 5.1 above).
24.1	Power of Attorney (contained on the Signature Page hereto).

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KRAMER LEVIN NAFTALIS & FRANKEL LLP

June 5, 2017

SIGA Technologies, Inc.  
27 East 62<sup>nd</sup> Street  
New York, NY 10065

Re: SIGA Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to SIGA Technologies, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "SEC") with respect to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 4,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), which may be issued pursuant to the Company's 2010 Stock Incentive Plan, as amended and restated (as the same may be further amended from time to time, the "Plan").

In rendering this opinion, we have examined copies of the following documents (collectively, the "Transaction Documents"):

- A. the Registration Statement,
- B. the Plan,
- C. the Amended and Restated Certificate of Incorporation and Amended and Restated By-laws of the Company, and
- D. the resolutions of the Board of Directors of the Company relating to approving the amendment and restatement of the Plan to provide for the increase in the maximum number of shares of Common Stock issuable pursuant to the Plan by 4,000,000 shares.

We have also reviewed such other documents and made such other investigations as we have deemed appropriate. As to various questions of fact material to this opinion, we have relied upon the representations and warranties of the Company contained in the Transaction Documents and upon the statements, representations and certificates of officers or representatives of the Company, public officials and others. We have not independently verified the facts so relied on.

Based upon the foregoing, and subject to the qualifications, limitations and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized and, upon the issuance thereof and payment therefor in accordance with the terms stated in the Plan or in the award agreements entered into pursuant thereto, will be validly issued, fully paid and non-assessable.

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990 Marsh Road Menlo Park CA 94025-1949 Phone 650.752.1700 Fax 650.752.1800  
47 Avenue Hoche 75008 Paris France Phone (33-1) 44 09 46 00 Fax (33-1) 44 09 46 01  
[www.kramerlevin.com](http://www.kramerlevin.com)

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SIGA Technologies, Inc.

June 5, 2017

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We express no opinion as to the laws of any jurisdiction other than the federal laws of the United States and the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this 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 or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Kramer Levin Naftalis & Frankel LLP

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 7, 2017 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in SIGA Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Florham Park, New Jersey

June 5, 2017

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