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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

Daré Bioscience, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4139823
(I.R.S. employer
identification number)

3655 Nobel Drive, Suite 260, San Diego, CA
(Address of principal executive offices)

92122
(Zip code)

Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan
(Full title of the plan)

Sabrina Martucci Johnson
President and Chief Executive Officer
Daré Bioscience, Inc.
3655 Nobel Drive, Suite 260
San Diego, CA 92122
(Name and address of agent for service)

(858) 926-7655
(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 (Do not check if a 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 13(a) of the Exchange Act.

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	1,570,659 shares	\$1.05 to \$2.55 (2)	\$2,078,253	\$259

- (1) Pursuant to Rule 416, this registration statement also covers such number of additional shares of common stock that may become issuable under the plan covered by this registration statement by reason of any stock split, stock dividend, recapitalization, or any other similar transaction effected that results in an increase to the number of outstanding shares of the registrant's common stock. The 1,570,659 shares consist of (a) 286,040 shares (the "Shares Subject to Outstanding Options") subject to outstanding options granted under the Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan (the "A&R 2014 Plan") and (b) 1,284,619 shares reserved for future grant or issuance under the A&R 2014 Plan (the "Reserved Shares").
- (2) Estimated solely for the purpose of computing the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933. The proposed maximum offering price per share and the proposed maximum aggregate offering price (a) for the Shares Subject to Outstanding Options are based upon the weighted-average exercise price of the outstanding options, and (b) for the Reserved Shares are based on the average of the high and the low prices per share of the registrant's common stock as reported on the Nasdaq Capital Market as of a date (August 14, 2018) within five business days prior to the filing of this registration statement. The table below details the calculations of the registration fee:

Securities	No. of shares	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Shares Subject to Outstanding Options	286,040	\$2.55	\$729,402
Reserved Shares	1,284,619	\$1.05	\$1,348,851
Total	1,570,659	N/A	\$2,078,253

This registration statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

EXPLANATORY NOTE

This registration statement registers 1,570,659 additional shares of the common stock of Daré Bioscience, Inc. (“Daré”) for issuance under the Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan (together with previous versions of such plan, the “A&R 2014 Plan”).

An aggregate of 538,614 shares of Daré common stock to be issued under the A&R 2014 Plan were previously registered on August 13, 2014 (File No. 333-198126) (358,114 shares), May 8, 2015 (File No. 333-204007) (80,500 shares), and May 27, 2016 (File No. 333-211697) (100,000 shares) (collectively, the “Prior Registration Statements”).

In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of the Prior Registration Statements relating to the A&R 2014 Plan, except in each case for Item 8, Exhibits.

In accordance with the instructional Note to Part I of Form S-8, the information specified by Part I of Form S-8 has been omitted from this registration statement for offers of common stock pursuant to the A&R 2014 Plan. The documents containing the information specified in Part I will be delivered to the participants in the A&R 2014 Plan as required by Rule 428(b)(1) under the Securities Act.

The share numbers in this registration statement reflect the 1-for-10 reverse stock split of Daré’s common stock that was effected on July 20, 2017.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following exhibits are filed as a part of or incorporated by reference into this registration statement:

Exhibit No.	Exhibit Description	Form	Incorporated by Reference		Filing Date	Filed Herewith
			File No.	Exhibit		
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.					X
23.1	Consent of Mayer Hoffman McCann P.C.					X
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1)					X
24.1	Powers of Attorney (included on the signature page of this registration statement)					X
99.1	Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan	Form 8-K	001-36395-18949535	10.1	07/12/18	
99.2	Form of Incentive Stock Option Agreement for grants under the Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan	Form 10-Q	001-36395-181013316	10.3	08/13/18	
99.3	Form of Nonstatutory Stock Option Agreement for grants under the Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan	Form 10-Q	001-36395-181013316	10.4	08/13/18	

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 August 17, 2018.

Daré Bioscience, Inc.

By: /s/ Lisa Walters-Hoffert

Lisa Walters-Hoffert
Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Daré Bioscience, Inc., constitutes and appoints Sabrina Martucci Johnson and Lisa Walters-Hoffert, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her and on his or her behalf and in his or her name, place and stead, in any and all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any one or more amendments to any part of this registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act of 1933, as amended, to keep such registration statement effective or to terminate its effectiveness, with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent, 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 in order to effectuate the same, as fully to all intents and purposes as he or she himself or herself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done.

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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sabrina Martucci Johnson</u> Sabrina Martucci Johnson	President, Chief Executive Officer, Secretary and Director <i>(Principal Executive Officer)</i>	August 17, 2018
<u>/s/ Lisa Walters-Hoffert</u> Lisa Walters-Hoffert	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	August 17, 2018
<u>/s/ Roger L. Hawley</u> Roger L. Hawley	Chairman of the Board	August 17, 2018
<u>/s/ Jessica D. Grossman</u> Jessica D. Grossman, M.D.	Director	August 17, 2018
<u>/s/ Susan L. Kelley</u> Susan L. Kelley, M.D.	Director	August 17, 2018
<u>/s/ William H. Rastetter</u> William H. Rastetter, Ph.D.	Director	August 17, 2018
<u>/s/ Robin J. Steele</u> Robin J. Steele, J.D., L.L.M.	Director	August 17, 2018

August 17, 2018

Daré Bioscience, Inc.
3655 Nobel Drive, Suite 260
San Diego, CA 92122

Ladies and Gentlemen:

We have acted as legal counsel to Daré Bioscience, 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 1,570,659 shares (the “Shares”) of the Company’s common stock, \$0.0001 par value per share (“Common Stock”), in accordance with the terms of the Daré Bioscience, Inc. Amended and Restated 2014 Stock Incentive Plan (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 and Second Amended and Restated Bylaws, 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.

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.

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

BOSTON | LONDON | LOS ANGELES | NEW YORK | SAN DIEGO | SAN FRANCISCO | STAMFORD | WASHINGTON

August 17, 2018
Page 2

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 hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 28, 2018, relating to the consolidated financial statements of **Daré Bioscience, Inc. and Subsidiaries** (the “Company”) appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ Mayer Hoffman McCann P.C.
San Diego, California
August 17, 2018