

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

FORM S-8

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

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland

(State or other jurisdiction of incorporation or organization)

98-1007018

(I.R.S. Employer Identification No.)

**Connaught House, 1 Burlington Road
Dublin 4, Ireland**

(Address, including zip code of registrant's principal executive offices)

ALKERMES PLC 2011 STOCK OPTION AND INCENTIVE PLAN

(Full title of the plans)

**Kathryn L. Biberstein, Esq.
Alkermes plc
852 Winter Street
Waltham, MA 02451
Telephone: 781-609-6000**

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

Copies to:

**Mitchell S. Bloom, Esq.
Edward A. King, Esq.
Goodwin Procter LLP
Exchange Place
53 State Street
Boston, MA 02109
Telephone: 617-570-1000**

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. (Check one):

Large accelerated filer

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Ordinary Shares, par value \$0.01 per share ("Shares")	4,200,000	\$ 18.27	\$ 76,734,000(2)	\$ 10,467(2)

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also be deemed to cover an indeterminate number of additional Shares issuable in the event the number of outstanding Shares of the Registrant is increased by split-up, reclassification, stock dividend, recapitalization, and similar transactions.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Shares as reported on the NASDAQ Global Select Stock Market as of October 25, 2012.

PART I

This Registration Statement on Form S-8 registers additional ordinary shares, par value \$0.01 per share (the "Ordinary Shares"), of Alkermes plc (the "Registrant") which may be acquired pursuant to the Alkermes plc 2011 Stock Option and Incentive Plan, as amended (the "Plan"). The securities subject to this Registration Statement are of the same class of the Registrant for which the Registrant previously filed Registration Statements on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act") (Registration No. 333-179545) on February 16, 2012. Accordingly, the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-179545, as filed with the Securities and Exchange Commission, are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Index to Exhibits on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Index to Exhibits is incorporated herein by reference.

2

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Dublin, Ireland, on October 26, 2012.

ALKERMES PLC

By: /s/ Richard F. Pops
Name: Richard F. Pops
Title: *Chairman and Chief Executive Officer*

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of the Registrant hereby severally constitute and appoint Richard F. Pops and James M. Frates, and each of them, our true and lawful attorney-in-fact, with full power of substitution, to sign for us and in our names and the capacities indicated below, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments to this Registration Statement, with exhibits thereto and all other documents in connection therewith, and generally to do or cause to be done by virtue hereof all things in our names and on our behalf in such capacities to enable the Registrant to comply with the provisions of the Securities Act, and all requirements of the Securities and Exchange Commission.

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

SIGNATURE	TITLE	DATE
<u>/s/ Richard F. Pops</u> Richard F. Pops	Chairman and Chief Executive Officer (Principal Executive Officer)	October 26, 2012
<u>/s/ James M. Frates</u> James M. Frates	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	October 26, 2012
<u>/s/ David W. Anstice</u> David W. Anstice	Director	October 26, 2012
<u>/s/ Floyd E. Bloom</u> Floyd E. Bloom	Director	October 26, 2012
<u>/s/ Robert A. Breyer</u> Robert A. Breyer	Director	October 26, 2012
<u>/s/ Wendy L. Dixon</u> Wendy L. Dixon	Director	October 26, 2012
<u>/s/ Gerri Henwood</u> Gerri Henwood	Director	October 26, 2012
<u>/s/ Paul J. Mitchell</u> Paul J. Mitchell	Director	October 26, 2012
<u>/s/ Mark B. Skaletsky</u> Mark B. Skaletsky	Director	October 26, 2012
<u>/s/ Kathryn L. Biberstein</u> Kathryn L. Biberstein	Authorized Representative in the U.S. Alkermes, Inc. (General Counsel)	October 26, 2012

3

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	Alkermes plc 2011 Stock Option and Incentive Plan (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 6, 2012 (File No. 001-35299)).
5.1	Opinion of Arthur Cox, Solicitors, as to the legality of the securities being registered (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, independent Registered Public Accounting Firm (filed herewith).
23.3	Consent of Arthur Cox, Solicitors (included in Exhibit 5.1 filed herewith).
24.1	Power of Attorney (included in signature page).

26 October 2012

To: Board of Directors
Alkermes plc
Connaught House
1 Burlington Road
Dublin 4
Ireland

Re: **Alkermes plc - registration statement on Form S-8 in relation to the Alkermes plc 2011 Stock Option and Incentive Plan, as amended**

Dear Sirs,

1. Basis of Opinion

- 1.1 We are acting as Irish counsel to Alkermes plc, registered number 498284, a public company limited by shares, incorporated under the laws of Ireland, with its registered office at Connaught House, 1 Burlington Road, Dublin 4 (the "**Company**"), in connection with the registration statement on Form S-8 to be filed with the United States Securities and Exchange Commission (the "**SEC**") on the date hereof (the "**Registration Statement**") under the Securities Act of 1933, as amended (the "**Securities Act**"), with respect to up to 4,200,000 ordinary shares with nominal value US\$0.01 per share of the Company (the "**Shares**") that may be delivered pursuant to the Company's 2011 Stock Option and Incentive Plan, as amended (the "**Plan**").
- 1.2 This Opinion is confined to and given in all respects on the basis of the laws of Ireland (meaning Ireland exclusive of Northern Ireland) in force as at the date hereof as currently applied by the courts of Ireland. We have made no investigation of and we express no opinion as to the laws of any other jurisdiction or the effect thereof.
- 1.3 This Opinion is also strictly confined to:
- (a) the matters expressly stated herein at paragraph 2 below and is not to be read as extending by implication or otherwise to any other matter;
 - (b) the Plan Documents (as defined in the Schedule); and
 - (c) the searches listed at 1.5 below.
- We express no opinion, and make no representation or warranty, as to any matter of fact or in respect of any documents which may exist in relation to the Plan other than the Plan Documents.
- 1.4 For the purpose of giving this Opinion, we have examined copies sent to us by email in pdf or other electronic format of the Plan Documents.
- 1.5 For the purpose of giving this Opinion, we have caused to be made legal searches against the Company on 26 October 2012 on the file of the Company maintained by the Irish Registrar of Companies in Dublin for returns of allotments, special resolutions amending the memorandum and articles of association of the Company and notice of the appointment of directors and secretary of the Company and for the appointment of any receiver, examiner or liquidator.
- 1.6 This Opinion is governed by and is to be construed in accordance with the laws of Ireland as interpreted by the courts of Ireland at the date hereof. This Opinion speaks only as of its date.

2. Opinion

Subject to the assumptions and qualifications set out in this Opinion and to any matters not disclosed to us, we are of the opinion that:

- 2.1 The Company is a public company limited by shares, is duly incorporated and validly existing under the laws of Ireland and has the requisite corporate authority to issue the Shares.
- 2.2 When the Shares have been issued (and, if required, paid for in cash) pursuant to and in accordance with the terms and conditions referred to or summarized in the applicable resolutions and the Plan, the Shares will be validly issued, fully paid up and non-assessable (which term means when used herein that no further sums are required to be paid by the holders thereof in connection with the issue of such shares).

3. Assumptions

For the purpose of giving this Opinion, we assume the following without any responsibility on our part if any assumption proves to have been untrue as we have not verified independently any assumption:

The Registration Statement and the Plan

- 3.1 that when filed with the SEC, the Registration Statement for the Plan will not differ in any material respect from the latest draft that we have examined;

- 3.2 that any awards granted pursuant to the Plan will be paid up in consideration of the receipt by the Company prior to, or simultaneously with, the issue of the Shares pursuant thereto of cash at least equal to the nominal value of such Shares and that where Shares are issued under the Plan without the requirement for the payment of cash consideration by or on behalf of the relevant beneficiary, then such shares shall either be fully paid up by the Company or one of its subsidiaries within the time permitted by Section 29(1) of the Companies (Amendment) Act 1983 (and, in the case of the Company or a subsidiary incorporated in Ireland, in a manner permitted by section 60(12) of the Companies Act 1963 (as amended)) or issued for consideration as set out in Section 30(2) of the Companies (Amendment) Act 1983;
- 3.3 that the filing of the Registration Statement with the SEC has been authorized by all necessary actions under all applicable laws other than Irish law;
- 3.4 that the exercise of any options granted under the Plan and the issue of the Shares upon exercise of such options (and the issue of the Shares in connection with any other awards granted under the Plan) will be conducted in accordance with the terms and the procedures described in the Plan and the applicable award agreement;

Authenticity and bona fides

- 3.5 the completeness and authenticity of all documents submitted to us as originals or copies of originals and (in the case of copies) conformity to the originals of copy documents and the genuineness of all signatories, stamps and seals thereon;
- 3.6 where incomplete Plan Documents have been submitted to us or signature pages only have been supplied to us for the purposes of issuing this Opinion, that the originals of such Plan Documents correspond in all respects with the last draft of the complete Plan Documents submitted to us;
- 3.7 that the copies produced to us of minutes of meetings and/or of resolutions correctly record the proceedings at such meetings and/or the subject matter which they purport to record and that any meetings referred to in such copies were duly convened, duly quorate and held, that those present at any such meetings were entitled to attend and vote at the meeting and acted bona fide throughout and that no further resolutions have been passed or other action taken which would or might alter the effectiveness thereof;

-
- 3.8 that the Memorandum and Articles of Association of the Company amended on 15 September 2011 are the current Memorandum and Articles of Association of the Company, are up to date and have not been amended or superseded and that there are no other terms governing the Shares other than the those set out in the Memorandum and Articles of Association of the Company;

Accuracy of searches and warranties

- 3.9 the accuracy and completeness of the information disclosed in the searches referred to in paragraph 1.5 above and that such information has not since the time of such search or enquiry been altered. It should be noted that searches at the Companies Registration Office, Dublin, do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of or the appointment of a receiver or an examiner to the Company;
- 3.10 the truth, completeness and accuracy of all representations and statements as to factual matters contained in the Plan Documents; and

Commercial Benefit

- 3.11 that the Plan Documents have been entered into for bona fide commercial purposes, on arm's length terms and for the benefit of each party thereto and are in those parties' respective commercial interest and for their respective corporate benefit.

4. Disclosure

This Opinion is addressed to you in connection with the registration of the Shares with the SEC. We hereby consent to the inclusion of this Opinion as an exhibit to the Registration Statement to be filed with the SEC. In giving this consent, we do not thereby admit that we are in a category of person whose consent is required under Section 7 of the Securities Act.

Yours faithfully,

/s/ Arthur Cox
ARTHUR COX

SCHEDULE

The Plan Documents

1. A copy of the form of the Registration Statement to be filed by the Company with the SEC;
2. A copy of the Plan;
3. A copy of the Registration Statement on Form S-8 (Registration Number 333-179545) filed on 16 February 2012;
4. A copy of the shareholders' resolution of the Company adopting the Memorandum and Articles of Association of the Company dated 15 September 2011;

5. A copy of the resolution of the board of directors of the Company regarding the approval of, among other things, the adoption of the Plan and authorising the directors to take any actions and prepare any documents that are necessary to implement the Plan, subject in the case of the Plan to the requirements of any applicable regulator, including the SEC, dated 16 September 2011;
 6. A copy of the shareholders' resolution of the Company regarding the approval and adoption of, among other things, the Plan dated 16 September 2011;
 7. A copy of the resolution of the board of directors of the Company regarding the approval and adoption of, among other things, the Plan dated 5 October 2011;
 8. A copy of the resolution of the compensation committee of the board of directors of the Company regarding the approval and adoption of, among other things, the Plan dated 31 October 2011;
 9. A copy of the resolution of the board of directors of the Company related to an increase in shares available under the Plan dated 16-17 May 2012;
 10. A copy of the resolution of the compensation committee of the board of directors of the Company related to an increase in shares available under the Plan dated 15 June 2012;
 11. A corporate certificate of the Secretary of the Company dated 26 October 2012 certifying, amongst other things, the voting results regarding approval of: (i) the Plan by the shareholders of the Company at the extraordinary general meeting of the shareholders of the Company held on 8 December 2011; and, (ii) the amendment to the Plan increasing the number of Shares for issuance under the Plan by 4,200,000 at the annual general meeting of the shareholders of the Company held on 1 August 2012;
 12. A copy of the Memorandum and Articles of Association of the Company in the form adopted by resolution of the shareholders of the Company on 15 September 2011;
 13. A copy of the Certificate of Incorporation of the Company dated 4 May 2011;
 14. A copy of the Certificate of Incorporation on re-registration as a public limited company dated 25 July 2011;
 15. A copy of the Certificate of Incorporation of Change of Name of the Company dated 14 September 2011; and
 16. Letter of Status from the Irish Companies Registration Office dated 26 October 2012.
-

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 May 18, 2012 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Alkermes plc's Annual Report on Form 10-K for the year ended March 31, 2012.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
October 26, 2012
