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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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**Tabula Rasa HealthCare, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

46-5726437  
(I.R.S. Employer  
Identification Number)

228 Strawbridge Drive, Suite 100  
Moorestown, NJ 08057  
(866) 648 - 2767  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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Tabula Rasa HealthCare, Inc. 2016 Omnibus Incentive Compensation Plan  
(Full title of the plan)

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**Brian W. Adams**  
Interim Chief Executive Officer  
Tabula Rasa HealthCare, Inc.  
228 Strawbridge Drive, Suite 100  
Moorestown, NJ 08057  
(866) 648 - 2767  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

Celia A. Soehner, Esq.  
Alexandra M. Good, Esq.  
Morgan, Lewis & Bockius LLP  
One Oxford Centre, 32<sup>nd</sup> Floor,  
Pittsburgh, PA 15219  
(412) 560-3300

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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 type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" 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.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”), relating to the Tabula Rasa HealthCare, Inc. 2016 Omnibus Incentive Compensation Plan (the “Plan”), is being filed pursuant to General Instruction E to Form S-8, for the purpose of registering an additional 1,356,454 shares (the “Shares”) of common stock (“Common Stock”), par value \$0.0001 per share, of Tabula Rasa HealthCare, Inc. (the “Registrant”). The Shares are securities of the same class and relate to the same employee benefit plan for which Registration Statements on Form S-8 have previously been filed and are effective. Accordingly, this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. [333-214025](#), [333-216674](#), [333-223658](#), [333-230046](#), [333-236821](#), [333-253570](#), and [333-263059](#) filed with the Securities and Exchange Commission (the “Commission”) on October 7, 2016, March 14, 2017, March 14, 2018, March 4, 2019, March 2, 2020, February 26, 2021, and February 25, 2022, respectively, by the Registrant, relating to the Plan, and the information required by Part II is omitted, except as supplemented by the information set forth below.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Commission by the Registrant pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2022, filed with the Commission on March 10, 2023; and
- (b) The description of the Common Stock, as set forth in the Registration Statement on [Form 8-A](#) filed by the Registrant pursuant to Section 12 of the Exchange Act on September 22, 2016 and as updated by the description of the Common Stock set forth in [Exhibit 4.3](#) to the Annual Report on Form 10-K for the fiscal year ended December 31, 2019 filed by the Registrant on March 2, 2020.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules), shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits.**

The following exhibits are filed as part of this Registration Statement:

<b>Exhibit No.</b>	<b>Exhibit</b>
<a href="#">4.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of Tabula Rasa HealthCare, Inc. (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 4, 2016 and incorporated by reference herein).</a>
<a href="#">4.2</a>	<a href="#">Amended and Restated Bylaws of Tabula Rasa HealthCare, Inc. effective as of October 4, 2016 (previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 4, 2016 and incorporated by reference herein).</a>
<a href="#">5.1</a>	<a href="#">Opinion of Morgan, Lewis &amp; Bockius LLP as to the legality of the securities being registered.</a>
<a href="#">23.1</a>	<a href="#">Consent of Morgan, Lewis &amp; Bockius LLP (included in the opinion filed as Exhibit 5.1).</a>
<a href="#">23.2</a>	<a href="#">Consent of KPMG LLP, independent registered public accounting firm, as to Tabula Rasa HealthCare, Inc.</a>
<a href="#">24.1</a>	<a href="#">Powers of Attorney (included on the signature page of this Registration Statement).</a>
<a href="#">99.1</a>	<a href="#">Tabula Rasa HealthCare, Inc. 2016 Omnibus Incentive Compensation Plan (previously filed as Exhibit 10.15 to the Registrant's Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-208857) filed on September 19, 2016 and incorporated by reference herein).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table.</a>

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# Morgan Lewis

March 10, 2023

Tabula Rasa HealthCare, Inc.  
228 Strawbridge Drive, Suite 100  
Moorestown, NJ 08057

Re: Tabula Rasa HealthCare, Inc. Registration Statement on Form S-8 Filed on March 10, 2023

Ladies and Gentlemen:

We have acted as counsel to Tabula Rasa HealthCare, Inc., a Delaware corporation (the "Company"), in connection with its filing of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), with the Securities and Exchange Commission (the "SEC") on the date hereof. The Registration Statement relates to the offer and sale of 1,356,454 shares of common stock, par value \$0.0001 per share, of the Company (the "Shares"), which may be issued under the Company's 2016 Omnibus Incentive Compensation Plan (the "Plan").

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of (i) the Amended and Restated Certificate of Incorporation of the Company, as amended to date, (ii) the Amended and Restated Bylaws of the Company, as amended to date, (iii) certain resolutions of the Company's Board of Directors relating to the Registration Statement, (iv) the Plan, and (v) such other documents, records, and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile, or photostatic copies, and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company.

Subject to the foregoing and the other matters set forth herein, we are of the opinion, as of the date hereof, that the Shares have been duly authorized by the Company and, when issued by the Company in accordance with the provisions of the Plan, will be validly issued, fully paid, and non-assessable.

The opinions expressed herein are limited to the Federal laws of the United States and the Delaware General Corporation Law, and we express no opinion as to laws of any other jurisdiction.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the SEC thereunder.

Very truly yours,

/s/ Morgan, Lewis & Bockius LLP

**Morgan, Lewis & Bockius LLP**

One Oxford Centre  
Thirty-Second Floor  
Pittsburgh, PA 15219-6401  
United States

T +1.412.560.3300  
F +1.412.560.7001

**Consent of Independent Registered Public Accounting Firm**

We consent to the use of our report dated March 10, 2023, with respect to the consolidated financial statements of Tabula Rasa HealthCare, Inc., incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania  
March 10, 2023

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Calculation of Filing Fee Table

Form S-8  
(Form Type)

Tabula Rasa HealthCare, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Newly Registered Securities												
Security Type	Security Class Title(1)	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward	
Fees to be Paid	Equity	Common Stock, par value \$0.0001 per share Rule 457(c) and Rule 457 (h)	1,356,454	\$6.21	\$8,423,579.34	\$110.20 per \$1,000,000.00	\$928.28	-	-	-	-	
Fees Previously Paid	-	-	-	-	-	-	-	-	-	-	-	
Carry Forward Securities												
Carry Forward Securities												
Total Offering Amounts					\$8,423,579.34		\$928.28					
Total Fees Previously Paid							-					
Total Fee Offsets							-					
Net Fee Due							\$928.28					

- Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional shares of the registrant's common stock, par value \$0.0001 per share (the "Common Stock") which become issuable under the Tabula Rasa HealthCare, Inc. 2016 Omnibus Incentive Compensation 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 outstanding shares of Common Stock.
- Estimated solely for the purpose of determining the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act, based on the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Market on March 3, 2023.