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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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**Biota Pharmaceuticals, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

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

**59-1212264**  
(I.R.S. Employer  
Identification No.)

**2500 Northwinds Parkway, Suite 100**  
**Alpharetta, GA**  
(Address of Principal Executive Offices)

**30009**  
(Zip Code)

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**Non-Plan Stock Units Agreement with Russell H. Plumb**  
**Letter Agreement for Stock Option Grant with Russell H. Plumb**  
**Non-Plan Stock Units Agreement with Joseph M. Patti**  
**Letter Agreement for Stock Option Grant with Joseph M. Patti**  
**Letter Agreement for Stock Option Grant with Peter Azzarello**  
(Full Title of the Plans)

**Russell H. Plumb**  
**Biota Pharmaceuticals, Inc.**  
**2500 Northwinds Parkway, Suite 100**  
**Alpharetta, GA 30009**  
(Name and Address of Agent For Service)

**(678) 762-3240**  
(Telephone Number, Including Area Code, of Agent For Service)

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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.

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

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Maximum Offering Price Per Share</b>		<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.10 par value (issuable pursuant to Letter Agreement for Stock Option Grant with Russell H. Plumb)	573,286	\$4.07	(2)	\$2,333,275	\$319
Common Stock, \$0.10 par value (issuable pursuant to Non-Plan Stock Units Agreement with Russell H. Plumb)	143,322	\$4.05	(3)	\$580,455	\$80
Common Stock, \$0.10 par value (issuable pursuant to Letter Agreement for Stock Option Grant with Joseph M. Patti)	358,304	\$4.07	(2)	\$1,458,298	\$199
Common Stock, \$0.10 par value (issuable pursuant to Non-Plan Stock Units Agreement with Joseph M. Patti)	71,661	\$4.05	(3)	\$290,228	\$40
Common Stock, \$0.10 par value (issuable pursuant to Letter Agreement for Stock Option Grant with Peter Azzarello)	85,000	\$3.98	(4)	\$338,300	\$47
<b>Total</b>	1,231,573	N/A		\$5,000,556	\$685

- (1) This Registration Statement shall also cover any additional shares of the Registrant’s common stock, par value \$0.10 (the “Common Stock”), that become issuable under the above-referenced agreements during the effectiveness of this Registration Statement by reason of any stock dividend, stock split, recapitalization or similar transaction, effected without the Registrant’s receipt of consideration, which would increase the number of outstanding shares of Common Stock.
- (2) Calculated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), the maximum offering price is based on the exercise price of the stock option, which is equal to \$4.07 per share of Common Stock.
- (3) Calculated pursuant to Rule 457(c) under the Securities Act, the maximum offering price is based on the average of the high and low per share sales price of the Common Stock as reported by The Nasdaq Global Select Market on April 18, 2013.
- (4) Calculated pursuant to Rule 457(h) under the Securities Act, the maximum offering price is based on the exercise price of the stock option, which is equal to \$3.98 per share of Common Stock.

## EXPLANATORY NOTE

Biota Pharmaceuticals, Inc. (the “Registrant”) hereby files this registration statement on Form S-8 to register an aggregate of (1) 1,016,590 shares of the Registrant’s common stock, \$0.10 par value (“Common Stock”), for issuance upon exercise of stock options and (2) 214,983 shares of Common Stock issuable pursuant to the vesting of stock unit awards, all of which are being awarded outside of the Registrant’s stockholder-approved plan as inducement grants in connection with the hiring of Russell H. Plumb, Joseph M. Patti and Peter Azzarello.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents filed by the Registrant with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference (excluding any portions of such documents that have been “furnished” but not “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)):

(a) the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2011, as amended by the Form 10-K/A filed with the Commission on April 30, 2012;

(b) the Registrant’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2012, June 30, 2012, September 30, 2012, and December 31, 2012;

(c) the Registrant’s Current Reports on Form 8-K filed with the Commission on each of the following dates: April 23, 2012, April 26, 2012, June 14, 2012, July 12, 2012 ( as amended by the Current Report on Form 8-K/A filed with the Commission on July 12, 2012), July 20, 2012, August 8, 2012, September 18, 2012, September 25, 2012, October 16, 2012, October 17, 2012, October 19, 2012, October 23, 2012, October 24, 2012, October 26, 2012, November 5, 2012, November 15, 2012 (as amended by the Current Report on Form 8-K/A filed with the Commission on January 23, 2013), December 11, 2012; January 25, 2013; and April 15, 2013;

(d) the Registrant’s definitive proxy statement on Schedule 14A filed with the Commission on August 7, 2012, as amended and supplemented by the definitive additional materials filed September 25, 2012; and

(e) The description of the Company’s Common Stock contained in the Company’s Registration Statement on Form 10, filed with the Commission on May 4, 1970, as amended by the Company’s Current Report on Form 8-K (File No. 000-04829) filed with the Commission on August 15, 2003.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### Item 4. Description of Securities.

Not applicable.

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**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law (the "DGCL") empowers a Delaware corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. A corporation may, in advance of the final disposition of any civil, criminal, administrative or investigative action, suit or proceeding, pay the expenses (including attorneys' fees) incurred by any officer, director, employee or agent in defending such action, provided that the director or officer undertakes to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. A corporation may indemnify such person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

A Delaware corporation may indemnify officers and directors in an action by or in the right of the corporation to procure a judgment in its favor under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses (including attorneys' fees) which he actually and reasonably incurred in connection therewith. The indemnification provided is not deemed to be exclusive of any other rights to which an officer or director may be entitled under any corporation's by-law, agreement, vote or otherwise.

In accordance with Section 145 of the DGCL, Article VII of our By-Laws provides that we shall indemnify each person who is or was a director, officer, employee or agent of the Registrant or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action suit, action or proceeding if such person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

In addition, we have entered into indemnification agreements with each of our executive officers and directors. We also maintain an officers and directors liability insurance policy.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Rockville, Maryland, on this 24th day of April, 2013.

BIOTA PHARMACEUTICALS, INC.

By: /s/ Russell H Plumb

Russell H Plumb

Chief Executive Officer and President  
(Duly Authorized Officer)

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Biota Pharmaceuticals, Inc., hereby severally constitute and appoint Russell H. Plumb and Ronald B. Kocak, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Biota Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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>
<u>/s/ Russell H Plumb</u> Russell H Plumb	Director, Chief Executive Officer and President (Principal Executive Officer and Principal Financial Officer)	April 24, 2013
<u>/s/ Ronald B. Kocak</u> Ronald B. Kocak	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	April 24, 2013
<u>/s/ James Fox, Ph.D.</u> James Fox, Ph.D.	Chairman of the Board	April 24, 2013
<u>/s/ Paul Bell</u> Paul Bell	Director	April 24, 2013
<u>/s/ Peter Cook</u> Peter Cook	Director	April 24, 2013
<u>/s/ Geoffrey Cox, Ph.D.</u> Geoffrey Cox, Ph.D.	Director	April 24, 2013
<u>/s/ Jeffrey Errington, Ph.D.</u> Jeffrey Errington, Ph.D.	Director	April 24, 2013
<u>/s/ Richard Hill</u> Richard Hill	Director	April 24, 2013

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## INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1	Composite Certificate of Incorporation of Biota Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q filed on February 11, 2013)
4.2	By-Laws of Biota Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-Q filed on February 11, 2013)
5.1	Opinion of DLA Piper LLP (US), counsel to the Registrant
23.1	Consent of Ernst & Young LLP
23.2	Consent of PricewaterhouseCoopers
23.3	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1	Form Non-Plan Stock Units Agreement (incorporated by reference to Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on November 14, 2012)
99.2	Form of Letter Agreement for Stock Option Grant (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on November 14, 2012)

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DLA Piper LLP (US)  
4365 Executive Drive, Suite 1100  
San Diego, California 92121-2133  
T: (858) 677-1400  
F: (858) 677-1401  
www.dlapiper.com

April 24, 2013

Biota Pharmaceuticals, Inc.  
2500 Northwinds Parkway, Suite 100  
Alpharetta, GA 30009

Ladies and Gentlemen:

We have acted as legal counsel for Biota Pharmaceuticals, Inc., a Delaware corporation (the “**Company**”), in connection with a Registration Statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Securities Act**”), for the registration of an aggregate of 1,231,573 shares of common stock, \$0.10 par value, of the Company (the “**Common Stock**”), of which an aggregate of 1,016,590 shares of Common Stock are to be issued pursuant to the Company’s Form of Letter Agreement for Stock Option Grant with each of Russell H. Plumb, Joseph M. Patti and Peter Azzarello (each an “**Option Agreement**” and, collectively, the “**Option Agreements**”), and an aggregate of 214,983 shares of Common Stock are to be issued pursuant to the Company’s Form Non-Plan Stock Units Agreement with each of Messrs. Plumb and Patti (each a “**Stock Agreement**” and collectively, the “**Stock Agreements**” and, together with the Option Agreements, the “**Non-Plan Agreements**”). The shares of Common Stock referred to in the foregoing sentence shall be collectively referred to herein as the “**Shares**.”

In connection herewith, we have examined and relied without independent investigation as to matters of fact upon such certificates of public officials, such statements and certificates of officers of the Company and originals or copies certified to our satisfaction of the Registration Statement, the Restated Certificate of Incorporation of the Company, as amended, and the By-Laws of the Company as currently in effect and minutes of all pertinent meetings and actions of the Board of Directors of the Company.

In rendering this opinion, we have assumed the genuineness of all signatures on all documents examined by us, the due authority of the parties signing such documents, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and that the offer and sale of the Shares complies in all respects with the terms, conditions and restrictions set forth in the Registration Statement. The Company has represented to us and we have also assumed that the Company has reserved from its duly authorized capital stock a sufficient number of shares of common stock for issuance under the Non-Plan Agreements. We have also assumed that it will at all times reserve and keep available out of the aggregate of its authorized but unissued and otherwise unreserved common stock, solely for the purpose of enabling it to issue the Shares in accordance with the Non-Plan Agreements, as applicable, the number of Shares which are then issuable and deliverable upon the settlement of awards under the Non-Plan Agreements.

We do not express any opinion herein concerning any law other than the laws of the State of California, Delaware General Corporation Law and the federal laws of the United States. 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.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us and as of such date. In addition, in rendering this opinion, we assume no obligation to revise, update or supplement this opinion (i) should the present aforementioned laws be changed by legislative action, judicial decision or otherwise, or (ii) to reflect any facts or circumstances which may hereafter come to our attention.

Based upon, subject to and limited by the foregoing, we are of the opinion that the Shares have been duly authorized by the Company, and when the Shares are issued and fully paid for in accordance with the terms of the Non-Plan Agreements, such Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. 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/ DLA PIPER LLP (US)  
DLA PIPER LLP (US)

MSK



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the registration of 1,016,590 shares of the Biota Pharmaceutical's common stock for issuance upon exercise of stock options and 214,983 shares of common stock issuable pursuant to the vesting of stock unit awards of our report dated March 14, 2012, with respect to the consolidated financial statements of Nabi Biopharmaceuticals and the effectiveness of internal control over financial reporting of Nabi Biopharmaceuticals included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia  
April 24, 2013



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Biota Pharmaceuticals, Inc. of our report dated January 22, 2013 relating to the financial statements of Biota Holdings Limited, which appears in Biota Pharmaceuticals, Inc's Current Report on Form 8-K/A dated January 23, 2013.

A handwritten signature in black ink, appearing to read "PricewaterhouseCoopers", is written over a horizontal line.

PricewaterhouseCoopers  
Melbourne, Australia  
April 24, 2013

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**PricewaterhouseCoopers, ABN 52 780 433 757**  
*Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006*  
*GPO Box 1331, Melbourne, VIC 3006; DX77*  
*T: +61 3 8603 1000, F: +61 3 8603 1999, [www.pwc.com.au](http://www.pwc.com.au)*

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