

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

SEPRACOR INC /DE/

CIK: **877357** | IRS No.: **222536587** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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Business Address
111 LOCKE DR
MARLBOROUGH MA 01757
5084816700

As filed with the Securities and Exchange Commission on February 12, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

SEPRACOR INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other jurisdiction of
Incorporation or Organization)

22-2536587

(I.R.S. Employer
Identification Number)

84 Waterford Drive

Marlborough, Massachusetts

(Address of Principal Executive Offices)

01752

(Zip Code)

2000 Stock Incentive Plan, as amended
1998 Employee Stock Purchase Plan, as amended
(Full Title of the Plans)

Susan W. Murley, Esq.

Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

(Name and Address of Agent For Service)

617-526-6000

(Telephone Number, Including Area Code, of Agent For Service)

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, \$0.10 par value per share (including the associated Preferred Stock Purchase Rights)	1,800,000 shares(2)	\$25.99(3)	\$46,782,000(3)	\$5,928

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.

Signature	Title	Date
<u>/s/ TIMOTHY J. BARBERICH</u> Timothy J. Barberich	Chief Executive Officer (Principal Executive Officer)	February 12, 2004
<u>/s/ DAVID P. SOUTHWELL</u> David P. Southwell	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 12, 2004
<u>/s/ ROBERT F. SCUMACI</u> Robert F. Scumaci	Executive Vice President, Finance and Administration (Principal Accounting Officer)	February 12, 2004
<u>James G. Andress</u>	Director	, 2004

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<u>/s/ DIGBY W. BARRIOS</u> Digby W. Barrios	Director	February 12, 2004
<u>/s/ ROBERT J. CRESCI</u> Robert J. Cresci	Director	February 12, 2004
<u>Keith Mansford</u>	Director	, 2004
<u>/s/ JAMES F. MRAZEK</u> James F. Mrazek	Director	February 12, 2004
<u>/s/ ALAN A. STEIGROD</u> Alan A. Steigrod	Director	February 12, 2004

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INDEX TO EXHIBITS

Number	Description
4.1(1)	Restated Certificate of Incorporation, as amended, of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
4.3(3)	Rights Agreement dated June 3, 2002 between the Registrant and EquiServe Trust Company, N.A., as rights agent
5	Opinion of Hale and Dorr LLP, counsel to the Registrant

23.1 Consent of Hale and Dorr LLP (included in Exhibit 5)

23.2 Consent of PricewaterhouseCoopers LLP

24 Power of attorney (included on the signature pages of this registration statement)

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (File No. 0-19410) and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (File No. 0-19410) and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K filed on June 4, 2002 (File No. 0-19410) and incorporated herein by reference.
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HALE AND DORR LETTERHEAD

February 12, 2004

Sepracor Inc.
84 Waterford Drive
Marlborough, MA 01752

Re: 2000 Stock Incentive Plan 1998 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 1,800,000 shares of common stock, \$0.10 par value per share (the "Shares"), of Sepracor Inc., a Delaware corporation (the "Company"), issuable under the Company's 2000 Stock Incentive Plan and 1998 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

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.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

/s/ Hale and Dorr LLP

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[HALE AND DORR LETTERHEAD](#)

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 20, 2003 relating to the financial statements, which appears in the 2002 Annual Report to Shareholders of Sepracor Inc., which is incorporated by reference in Sepracor Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference of our report dated January 20, 2003 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

February 6, 2004

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