

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

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

ORASURE TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

36-4370966
(IRS Employer
Identification No.)

220 East First Street
Bethlehem, PA
(Address of Principal Executive Offices)

18015
(Zip Code)

ORASURE TECHNOLOGIES, INC. STOCK AWARD PLAN
(Full Title of the Plan)

Jack E. Jerrett
Senior Vice President, General Counsel, Secretary and Chief Compliance Officer
OraSure Technologies, Inc.
220 East First Street
Bethlehem, Pennsylvania 18015
Telephone (610) 882-1820
(Name, Address, and Telephone Number of Agent for Service)

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 definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input 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 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 (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.000001 per share and options and other rights related thereto	5,000,000 ⁽³⁾ shares	\$14.75	\$73,750,000	\$9,572.75

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalization or certain other capital adjustments.
- (2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for purposes of calculating the registration fee, based upon the average of the high and low sales prices of the Common Stock as reported on the NASDAQ Global Market on August 24, 2020.
- (3) Represents the additional shares of Common Stock subject to future grants under the OraSure Technologies, Inc. Stock Award Plan as amended and restated, effective as of April 4, 2020.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

This Registration Statement is filed solely to reflect an increase of 5,000,000 shares of the Registrant's common stock, par value \$0.000001 per share (the "Common Stock"), reserved for the OraSure Technologies, Inc. Stock Award Plan, as amended and restated effective as of April 4, 2020 (the "Plan"). Currently, 668,183 shares of Common Stock are registered for issuance under the Plan. Upon the increase of shares as provided in this filing, 5,668,183 shares of Common Stock will be registered for issuance under the Plan. Except as noted below, in accordance with General Instruction E to Form S-8, the contents of [Registration Statement No. 333-50340 filed on November 20, 2000](#), the [Post Effective Amendments thereto filed on June 27, 2001](#) and [February 14, 2002](#), [Registration Statement No. 333-102235 filed December 27, 2002](#), [Registration Statement No. 333-118385 filed August 20, 2004](#), [Registration Statement No. 333-138814 filed November 17, 2006](#), [Registration Statement No. 333-151077 filed May 21, 2008](#), [Registration Statement No. 333-176315 filed August 15, 2011](#), [Registration Statement No. 333-198237 filed August 19, 2014](#), and [Registration Statement No. 333-220148 filed August 24, 2017](#) are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

An opinion stating that the Common Stock registered hereunder, when sold and delivered in accordance with the provisions of the Plan and the terms of any applicable grant, will be validly issued, fully paid and nonassessable, has been rendered to the Company by Jack E. Jerrett, Senior Vice President, General Counsel, Secretary and Chief Compliance Officer of the Company. Mr. Jerrett owns 79,428 shares of Common Stock, 51,080 unvested restricted shares of Common Stock under the Plan, and 63,093 unvested performance-vested restricted units under the Plan, and holds options to purchase 20,057 shares of Common Stock under the Plan. Mr. Jerrett is also eligible to receive future awards under the Plan.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Specimen certificate representing shares of OraSure Technologies, Inc. \$.000001 par value Common Stock is incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4 (No. 333-39210).
5	Opinion of Jack E. Jerrett, Senior Vice President, General Counsel, Secretary and Chief Compliance Officer of OraSure Technologies, Inc.
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Jack E. Jerrett (included in Exhibit 5).
24	Power of Attorney.
99.1	OraSure Technologies, Inc. Stock Award Plan, as amended and restated effective as of April 4, 2020, is incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement filed April 9, 2020.

Item 9. Undertakings.

(a) Undertakings required by Item 512(a) of Regulation S-K

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 of 1933;
 - ii. To reflect in the prospectus any facts or events arising after the effective date of the 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 the registration statement. Notwithstanding the foregoing, any increase or decrease in 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 prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
 - 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 (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and 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 Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

2. That, for the purpose of determining any liability under the Securities Act of 1933, 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) Undertakings required by Item 512(b) of Regulation S-K

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 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) Undertakings required by Item 512(h) of Regulation S-K

Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant.

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 Bethlehem, Commonwealth of Pennsylvania, on this 26th day of August, 2020.

OraSure Technologies, Inc.

(Registrant)

By: /s/ Roberto Cuca

Roberto Cuca

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of this 26th day of August, 2020.

Signature

Title

(1)Principal Executive Officer

/s/ Stephen S. Tang, Ph.D.
Stephen S. Tang, Ph.D.

President, Chief Executive Officer and Director

(2)Principal Financial Officer

/s/ Roberto Cuca
Roberto Cuca

Chief Financial Officer

(3)Principal Accounting Officer

/s/ Michele Miller
Michele Miller

Vice President, Finance and Controller

(1)The following members of the Board of Directors:

- *MICHAEL CELANO
- * RONNY B. LANCASTER
- * MARA G. ASPINALL
- * LELIO MARMORA
- * EAMONN P. HOBBS
- * DAVID J. SHULKIN, MD
- * JAMES A DATIN

- Director
- Director
- Director
- Director
- Director
- Director
- Director

*By /s/ Jack E. Jerrett
Jack E. Jerrett
Attorney-in-fact

August 26, 2020

OraSure Technologies, Inc.
220 East First Street
Bethlehem, Pennsylvania 18015

Re: OraSure Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

As Senior Vice President, General Counsel, Chief Compliance Officer and Secretary of OraSure Technologies, Inc., a Delaware corporation (the "Company"), I am familiar with the registration statement on Form S-8 ("Registration Statement") to be filed by the Company with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 5,000,000 shares (the "Registered Shares") of the Company's common stock, \$.000001 par value ("Common Stock"), to be issued in connection with the OraSure Technologies, Inc. Stock Award Plan, as amended and restated (the "Plan"), together with options and other rights related thereto.

I have examined and relied upon originals or copies, certified or otherwise authenticated to my satisfaction, of all corporate records, documents, agreements or other instruments of the Company, and have made such investigation of law, as I have deemed necessary or appropriate as a basis for this opinion.

I am admitted to the Bar of the Commonwealth of Pennsylvania, and I express no opinion as to the basis of any jurisdiction other than the Federal laws of the United States of America and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, it is my opinion that the Registered Shares, when sold and delivered by the Company upon exercise of options or pursuant to other rights duly granted under the Plan against payment for such shares to the extent and in the manner required by the Plan and the terms of any applicable grant, will be validly issued, fully paid and non-assessable.

I consent to the reference made to me and the use of this opinion in the Registration Statement and in any amendments thereof.

Very truly yours,

/s/ Jack E. Jerrett

Consent of Independent Registered Public Accounting Firm

The Board of Directors
OraSure Technologies, Inc.:

We consent to the use of our reports dated March 2, 2020, with respect to the consolidated balance sheets of OraSure Technologies, Inc. as of December 31, 2019 and 2018, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2019, and the effectiveness of internal control over financial reporting as of December 31, 2019, incorporated by reference herein.

Our report on the consolidated financial statements refers to a change in the accounting for leases as of January 1, 2019 due to the adoption of Accounting Standards Update (ASU) No. 2016-02, *Leases*.

Our report dated March 2, 2020, on the effectiveness of internal control over financial reporting as of December 31, 2019, contains an explanatory paragraph that states that the Company acquired CoreBiome, Inc., Novosanis NV, and Diversigen, Inc. (collectively, the "Acquired Companies") during 2019, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2019, the Acquired Companies' internal control over financial reporting associated with 11.7% of total assets and 4.0% of total revenues included in the consolidated financial statements of the Company as of and for the year ended December 31, 2019. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of the Acquired Companies.

/s/ KPMG LLP

Philadelphia, Pennsylvania
August 26, 2020

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Michele Miller and Jack E. Jerrett, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, in any and all capacities, to sign a registration statement on Form S-8 to be filed by OraSure Technologies, Inc., relating to 5,000,000 shares of its common stock to be issued pursuant to the OraSure Technologies, Inc. Stock Award Plan, as amended and restated, and any and all amendments (including post-effective amendments) to such registration statement, and to file the same, with exhibits, with the Securities and Exchange Commission. In addition, the undersigned grants unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done.

IN WITNESS WHEREOF, this power of attorney has been signed by the following persons in the capacities indicated as of August 26, 2020.

/s/ Stephen S. Tang, Ph.D. President, Chief Executive Officer and Director
Stephen S. Tang, Ph.D.

/s/ Michael Celano Director
Michael Celano

s/ Ronny B. Lancaster Director
Ronny B. Lancaster

/s/Mara G. Aspinall Director
Mara G. Aspinall

/s/ Lelio Marmora Director
Lelio Marmora

/s/ Eamonn P. Hobbs Director
Eamonn P. Hobbs

/s/ David J. Shulkin, MD Director
David J. Shulkin, MD

/s/ James A. Datin Director
James A. Datin

ACKNOWLEDGMENT BY AGENTS

Each of the undersigned acknowledges that he has read the above power of attorney and that he is a person identified as an attorney-in-fact and agent for the principals whose signatures appear above. Each of the undersigned hereby acknowledges that in the absence of a specific provision to the contrary in the power of attorney or in the Pennsylvania Probate, Estates and Fiduciaries Code (20 Pa. C.S.), when he acts as attorney-in-fact and agent he shall:

- (i) exercise the power for the benefit of the principals;
- (ii) keep the assets of the principals separate from my assets;
- (iii) exercise reasonable caution and prudence; and
- (iv) keep a full and accurate record of all actions, receipts and disbursements on behalf of the principals.

*By /s/ Jack E. Jerrett
Jack E. Jerrett

August 26, 2020
(Attorney-in-fact)

*By /s/ Michele Miller
Michele Miller

August 26, 2020
(Attorney-in-fact)