

**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, Pennsylvania
(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 and Secretary
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

Accelerated filer

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

Smaller reporting company

Emerging growth company

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.

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	3,000,000 ⁽³⁾ shares	\$20.53	\$60,900,000.00	\$7,058.00

- (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 21, 2017.
- (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 February 21, 2017.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Explanatory Note

This Registration Statement is filed solely to reflect an increase of 3,000,000 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 February 21, 2017 (the "Plan"). Currently, 1,627,471 shares of Common Stock are 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 11, 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 and Registration Statement No. 333-198237 filed August 19, 2014 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 and General Counsel of the Company. Mr. Jerrett owns 35,187 restricted shares of Common Stock 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 Index to Exhibits listing the exhibits required by Item 601 of Regulation S-K immediately follows the signature page of this Registration Statement.

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 24th day of August, 2017.

OraSure Technologies, Inc.
(Registrant)

By: /s/ Ronald H. Spair
Ronald H. Spair

Chief Financial Officer, Chief Operating Officer and
Director

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 24th day of August, 2017.

Signature

Title

(1) Principal Executive Officer

/s/ Douglas A. Michels
Douglas A. Michels

President, Chief Executive Officer and
Director

(2) Principal Financial Officer

/s/ Ronald H. Spair
Ronald H. Spair

Chief Financial Officer, Chief Operating
Officer and Director

(3) Principal Accounting Officer

/s/ Mark L. Kuna
Mark L. Kuna

Senior Vice President, Finance and Controller

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

- * MICHAEL CELANO Director
- * RONNY B. LANCASTER Director
- * MARA G. ASPINALL Director
- * CHARLES W. PATRICK Director
- * EAMONN P. HOBBS Director
- * STEPHEN S. TANG, PH.D. Director

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

Attorney-in-fact

INDEX TO EXHIBITS

- 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 and General Counsel 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 February 21, 2017, is incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement filed April 5, 2017.

August 24, 2017

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 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"), 3,000,000 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 14, 2017, with respect to the consolidated balance sheets of OraSure Technologies, Inc. and subsidiaries as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2016, and the effectiveness of internal control over financial reporting as of December 31, 2016, incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania
August 24, 2017

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mark L. Kuna 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 3,000,000 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 24, 2017.

<u>/s/ Douglas A. Michels</u> Douglas A. Michels	President, Chief Executive Officer and Director
<u>/s/ Michael Celano</u> Michael Celano	Director
<u>/s/ Ronny B. Lancaster</u> Ronny B. Lancaster	Director
<u>/s/ Mara G. Aspinall</u> Mara G. Aspinall	Director
<u>/s/ Charles W. Patrick</u> Charles W. Patrick	Director
<u>/s/ Eamonn P. Hobbs</u> Eamonn P. Hobbs	Director
<u>/s/ Ronald H. Spair</u> Ronald H. Spair	Chief Financial Officer, Chief Operating Officer and Director
<u>/s/ Stephen S. Tang, Ph.D.</u> Stephen S. Tang, Ph.D.	Director

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 August 24, 2017
Jack E. Jerrett (Attorney-in-fact)

*By /s/ Mark L. Kuna August 24, 2017
Mark L. Kuna (Attorney-in-fact)