
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-259997
POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-265218**

***UNDER
THE SECURITIES ACT OF 1933***

Zealand Pharma A/S

(Exact Name of Registrant as Specified in its Charter)

**Not Applicable
(Translation of Registrant's Name into English)**

**The Kingdom of Denmark
(State or other Jurisdiction of
Incorporation or Organization)**

**2834
(Primary Standard Industrial
Classification Code Number)**

**Not Applicable
(I.R.S. Employer
Identification Number)**

**Sydmarken 11
2860 Søborg
(Copenhagen)
Denmark**

Tel: +45 88 77 36 00

(Address and telephone number of Registrant's principal executive offices)

**Zealand Pharma A/S – 2018 Agreements on Warrants for Management
Zealand Pharma A/S – 2019 Agreements on Warrants for Management
Zealand Pharma A/S – 2019 Long Term Incentive Plan (Performance Share Units)
Zealand Pharma A/S – 2020 Agreements on Warrants for Employees
Zealand Pharma A/S – 2020 Agreements on Warrants for Management
Zealand Pharma A/S – 2020 Restricted Share Unit Program
Zealand Pharma A/S – 2021 Agreements on Restricted Share Units for Directors
Zealand Pharma A/S – 2021 Restricted Stock Unit Plan for Employees
Zealand Pharma A/S – 2021 Restricted Stock Unit Plan for Corporate Management
Zealand Pharma A/S – 2021 Performance Stock Unit Plan for Corporate Management (Market-Based PSUs)
Zealand Pharma A/S – 2021 Performance Stock Unit Plan for Corporate Management (Operational-Based PSUs)
Zealand Pharma A/S – 2022 Restricted Stock Unit Plan for Employees in the United States
Zealand Pharma A/S – 2022 Restricted Stock Unit Plan for Board of Directors**

(Full title of the plans)

**Zealand Pharma U.S., Inc.
44 Farnsworth Street
Boston MA 02210**

Tel: +45 88 77 36 00

(Name, address, and telephone number of agent for service)

Copies to:

**Joshua A. Kaufman
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David Boles
Cooley LLP
55 Hudson Yards
New York, New York 10001
+1 212 479-6000**

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 that prepares its financial statements in accordance with U.S. GAAP, 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. ☐

EXPLANATORY NOTE

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (collectively, the “Registration Statements”), filed by Zealand Pharma A/S (the “Registrant”) with the Securities and Exchange Commission (the “SEC”):

- Registration Statement on [Form S-8 \(File No. 333-259997\)](#), filed with the SEC on October 4, 2021, registering 1,543,977 of the Registrant’s ordinary shares, including: (1) 40,000 ordinary shares issuable upon exercise of outstanding warrants issued pursuant to the Zealand Pharma A/S – 2018 Agreements on Warrants for Management; (2) (i) 54,594 ordinary shares issuable upon exercise of outstanding warrants to subscribe for ordinary shares of the Registrant and (ii) 8,659 outstanding ordinary shares issued upon exercise of warrants to subscribe for ordinary shares of the Registrant pursuant to the Zealand Pharma A/S – 2019 Agreements on Warrants for Management; (3) 3,062 ordinary shares issuable upon vesting of outstanding restricted stock units pursuant to the Zealand Pharma A/S – 2019 Long Term Incentive Plan (Performance Share Units); (4) 139,120 ordinary shares issuable upon exercise of outstanding warrants issued pursuant to the Zealand Pharma A/S – 2020 Agreements on Warrants for Employees; (5) 90,609 ordinary shares issuable upon exercise of outstanding warrants issued pursuant to the Zealand Pharma A/S – 2020 Agreements on Warrants for Management; (5) 13,801 ordinary shares issuable upon vesting of outstanding restricted share units pursuant to the Zealand Pharma A/S – 2020 Restricted Share Unit Program; (6) 8,000 ordinary shares issuable upon vesting of outstanding restricted share units pursuant to the Zealand Pharma A/S – 2021 Agreements on Restricted Share Units for Directors; (7) (i) 165,112 ordinary shares issuable upon vesting of outstanding restricted stock units and (ii) 891,567 ordinary shares reserved for issuance upon vesting of restricted stock units issuable pursuant to the Zealand Pharma A/S – 2021 Restricted Stock Unit Plan for Employees; (8) 32,363 ordinary shares issuable upon vesting of outstanding restricted stock units pursuant to the Zealand Pharma A/S – 2021 Restricted Stock Unit Plan for Corporate Management; (9) 48,545 ordinary shares issuable upon vesting of outstanding restricted stock units pursuant to the Zealand Pharma A/S – 2021 Performance Stock Unit Plan for Corporate Management (Market-Based PSUs); and (10) 48,545 ordinary shares issuable upon vesting of outstanding restricted stock units pursuant to the Zealand Pharma A/S – 2021 Performance Stock Unit Plan for Corporate Management (Operational-Based PSUs); and
- Registration Statement on [Form S-8 \(File No. 333- 265218\)](#), filed with the SEC on May 26, 2022, registering 99,420 ordinary shares, issuable upon vesting of outstanding restricted stock units pursuant to the Registrant’s Zealand Pharma A/S – 2022 Restricted Stock Unit Plan for Employees in the United States and 8,000 ordinary shares issuable upon vesting of outstanding restricted stock units pursuant to the Zealand Pharma A/S – 2022 Restricted Stock Unit Plan for Board of Directors.

In accordance with undertakings made by the Registrant in each the Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that were registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered but unsold under each of the Registration Statements. As a result of this deregistration, no securities remain registered for sale pursuant to the Registration Statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing of these amendments to Form S-8 and has duly caused these Registration Statement amendments to be signed on its behalf by the undersigned, thereunto duly authorized, in Copenhagen, Denmark, on September 20, 2022.

ZEALAND PHARMA A/S

By: /s/ Adam Steensberg
Adam Steensberg
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Adam Steensberg</u> Adam Steensberg	Chief Executive Officer (Principal Executive Officer)	September 20, 2022
<u>/s/ Lykke Rømer</u> Lykke Rømer	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	September 20, 2022
<u>*</u> Martin Nicklasson	Chairman of the Board of Directors	September 20, 2022
<u>*</u> Kirsten A. Drejer	Vice Chairman of the Board of Directors	September 20, 2022
<u>*</u> Jeffrey Berkowitz	Director	September 20, 2022
<u>*</u> Bernadette Connaughton	Director	September 20, 2022
<u>*</u> Leonard Kruimer	Director	September 20, 2022
<u>*</u> Alain Munoz	Director	September 20, 2022
<u>*</u> Michael J. Owen	Director	September 20, 2022
<u>*</u> Jens Peter Stenvang	Director	September 20, 2022

Signature	Title	Date
<div><div>*</div><div>Frederik Barfoed Beck</div></div>	Director	September 20, 2022
<div><div>*</div><div>Louise Gjelstrup</div></div>	Director	September 20, 2022
<div><div>*</div><div>Anneline Nansen</div></div>	Director	September 20, 2022

* By:

/s/ Ravinder Singh Chahil

Ravinder Singh Chahil

Attorney-in-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of the registrant, has signed this registration statement or amendment thereto on September 20, 2022.

Zealand Pharma U.S., Inc.

By: /s/ Adam Steensberg

Name: Adam Steensberg

Title: Chief Executive Officer