

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

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Clarus Therapeutics Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**355 S. Grand Avenue
Suite 1450, Los Angeles, CA**

(Address of Principal Executive Offices)

85-1231852

(I.R.S. Employer
Identification No.)

90071

(Zip Code)

**2021 Stock Option and Equity Incentive Plan
2021 Employee Stock Purchase Plan**
(Full title of the plan)

**Lawrence R. Perkins
Chief Restructuring Officer
Clarus Therapeutics Holdings, Inc.
355 S. Grand Avenue
Suite 1450
Los Angeles, CA 90071**
(Name and address of agent for service)

(847) 562-4300
(Telephone number, including area code, of agent for service)

Copies to:

**Mitchell S. Bloom, Esq.
Marianne Sarrazin, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, Massachusetts 02210
Tel: (617) 570-1000**

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
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.

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment, filed by Clarus Therapeutics Holdings, Inc., a Delaware corporation, or the Registrant, relates to the Registration Statement on Form S-8 (No. 333-261245) pertaining to the registration of an aggregate of 3,822,500 shares of the Registrant's common stock, \$0.0001 par value per share, or the Shares, issuable under the Registrant's 2021 Stock Option and Incentive Plan and 2021 Employee Stock Purchase Plan, which was filed by the Registrant with the U.S. Securities and Exchange Commission on November 19, 2021.

On September 5, 2022, the Registrant, and its wholly-owned subsidiary Clarus Therapeutics, Inc., filed voluntary petitions for bankruptcy protection under Chapter 11 of Title 11 of the United States Bankruptcy Code. The filing was made in the United States Bankruptcy Court for the District of Delaware (Case No. 22-10845), or the Chapter 11 Case.

In connection with the Chapter 11 Case, the Registrant has terminated any and all offerings pursuant to the Registration Statement. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, the Registrant hereby removes from registration all Shares registered but unsold under the Registration Statement as of the date hereof.

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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on March 1, 2023.

CLARUS THERAPEUTICS HOLDINGS, INC.

/s/ Lawrence R. Perkins

Name: Lawrence R. Perkins

Title: Chief Restructuring Officer
