

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

**FORM F-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Iroko Pharmaceuticals Inc.

(Exact name of registrant as specified in its charter)

British Virgin Islands

(State or other jurisdiction of
incorporation or organization)

2834

(Primary Standard Industrial
Classification Code Number)

Not Applicable

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

Iroko Pharmaceuticals Inc.

One Kew Place, 150 Rouse Boulevard, Philadelphia, PA 19112

(267) 546-3003

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Moji James

General Counsel

Iroko Pharmaceuticals Inc.

One Kew Place, 150 Rouse Boulevard, Philadelphia, PA 19112

(267) 546-3003

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE ⁽¹⁾	AMOUNT OF REGISTRATION FEE
Ordinary shares, par value \$0.01	\$145,000,000	\$19,778

⁽¹⁾ Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended. Includes the offering price of shares that the underwriters have the option to purchase to cover over-allotments, if any.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission,

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED _____, 2013

Preliminary Prospectus

Shares



Iroko Pharmaceuticals Inc. is offering _____ ordinary shares. This is our initial public offering and no public market currently exists for our shares. We expect that the initial public offering price will be between \$ _____ and \$ _____ per share.

We intend to apply to list our ordinary shares on the NASDAQ Global Select Market under the symbol "IRKO".

We are an "emerging growth company" under applicable federal securities laws and will be subject to reduced public company reporting requirements. Investing in our ordinary shares involves risks. See "Risk Factors" beginning on page 14 to read about risks you should consider before buying your ordinary shares.

\$ _____ Per Ordinary Share

	<u>PER SHARE</u>	<u>TOTAL</u>
Price to the public	\$ _____	\$ _____
Underwriting discounts and commissions	\$ _____	\$ _____
Proceeds to us (before expenses)	\$ _____	\$ _____

To the extent that the underwriters sell more than _____ ordinary shares, the underwriters have a 30-day option to purchase up to an additional _____ ordinary shares from us on the same terms as set forth above. See the section of this prospectus entitled "Underwriting."

The Securities and Exchange Commission and state securities commissions have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the ordinary shares to purchasers on _____, 2013.

Jefferies

William Blair

Canaccord Genuity

The date of this prospectus is _____, 2013



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