
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

EROS INTERNATIONAL PLC

(Exact name of registrant as specified in its charter)

Isle of Man
(State or Other Jurisdiction
of Incorporation or Organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**550 County Avenue
Secaucus, New Jersey 07094**
(Address of Principal Executive Offices, Zip Code)

Eros International plc 2015 Share Plan Unapproved Option Awards Scheme 2015

(Full title of the plan)

**Prem Parameswaran
550 County Avenue
Secaucus, New Jersey 07094**
(Name and address of agent for service)

(201) 558-9021
(Telephone number, including area code, of agent for service)

Copies to:

**Peter Wardle
Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, CA 90071
(213) 229-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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(1)	Amount to be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
A ordinary share, par value GBP 0.30 per share				
Eros International plc 2015 Share Plan Unapproved Option Awards Scheme 2015	2,500,000	\$11.08	\$27,700,000	\$3,448.65

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of interests to be offered or sold pursuant to the compensatory stock plan listed above.
- (2) Pursuant to Rule 416(a) under the Securities Act, this registration statement further covers an indeterminate number of additional shares that may be issued under the compensatory plan listed above because of any future stock split, stock dividend or similar adjustment in Eros International Plc's "A" ordinary shares.
- (3) The proposed maximum offering price per share and proposed maximum aggregate offering price are estimated solely for the purpose of calculating the registration fee. Computed in accordance with Securities Act Rule 457(c) and (h) based upon the average of the high and low price per share of "A" ordinary shares on August 31, 2018, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed in accordance with General Instruction E to Form S-8 solely to register the issuance of an aggregate of up to 2,500,000 additional A ordinary shares, par value GBP 0.30 per share (the “Shares”) of Eros International Plc (the “Registrant”) available for issuance to eligible persons under the Eros International plc 2015 Share Plan Unapproved Option Awards Scheme 2015 (the “Plan”). The Registrant previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the “Commission”) on September 22, 2015 (File No. 333-207072) covering 650,000 Shares authorized for future issuance under the Plan and 200,000 Shares issuable pursuant to outstanding options under the Plan (the “Prior Registration Statement”). Except as supplemented by the information set forth herein, the contents of the Prior Registration Statement is incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.	Exhibits.
<u>Exhibit No.</u>	<u>Exhibit Description</u>
4.1	Memorandum of Association (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form F-1 filed with the Commission on April 24, 2012).
4.2	Articles of Association (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form F-1 filed with the Commission on April 24, 2012).
4.3	Form of A Share Certificate (incorporated by reference to Exhibit 4.1 to the Registrant’s Amendment No. 5 to its Registration Statement on Form F-1 filed with the Commission on October 29, 2013).
5.1*	Opinion of Cains Advocates Limited.
23.1*	Consent of Cains Advocates Limited (included in Exhibit 5.1).
23.2*	Consent of Grant Thornton India LLP.
24.1*	Power of Attorney (included on signature page hereto).
99.1	Eros International plc 2015 Share Plan Unapproved Option Awards Scheme 2015 (incorporated by reference to Exhibit 4.29 to the Registrant’s Annual Report on Form 20-F filed with the Commission on July 8, 2015).

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Secaucus, State of New Jersey, on September 4, 2018.

Eros International Plc

By: /s/ Prem Parameswaran
Name: Prem Parameswaran
Title: President of North America and Group Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Prem Parameswaran and Kishore Lulla, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462 under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute or substitutes may lawfully so or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the following persons have signed this Registration Statement in the capacities and on the date(s) indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kishore Lulla</u> Kishore Lulla	Chairman and Group Chief Executive Officer <i>(Principal Executive Officer)</i>	September 4, 2018
<u>/s/ Prem Parameswaran</u> Prem Parameswaran	President of North America and Group Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	September 4, 2018
<u>/s/ Vijay Ahuja</u> Vijay Ahuja	Director	September 4, 2018
<u>/s/ Sunil Lulla</u> Sunil Lulla	Director	September 4, 2018
<u>/s/ Rishika Lulla Singh</u> Rishika Lulla Singh	Director	September 4, 2018
<u>/s/ David Maisel</u> David Maisel	Director	September 4, 2018



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Eros International PLC
First Names House
Victoria Road Douglas
IM2 4DF
British Isles

4 September 2018

Dear Sirs

Proposed offering of up to 2,500,000 A Ordinary Shares in Eros International PLC (the "Company")

Preliminary

- 1.1 We are a firm of advocates practising the laws of the Isle of Man and are qualified to give you this legal opinion under Isle of Man law.
- 1.2 We understand that certain A Ordinary Shares in the Company (the "**Shares**") are to be issued under the Eros International plc 2015 Share Plan Unapproved Option Awards Scheme 2015 (the "**Plan**").

Documents Examined

2. For the purposes of this legal opinion, we have examined and relied upon copies of the following documents:
 - 2.1 a registration statement on Form S-8 (the "**Registration Statement**");
 - 2.2 the Plan; and
 - 2.3 the Memorandum and Articles of Association of the Company appearing on the file of the Company maintained by the Registrar of Companies appointed pursuant to the Companies Act 2006 on 4 September 2018.

In this legal opinion, "**non-assessable**" means that the subscription price for which the Company agreed to issue the share, has been paid in full to the Company so that no further sum is payable to the Company by any holder of that share in respect of the subscription price.

Isle of Man Law

3. We have not investigated the laws of any jurisdiction other than the Isle of Man and this opinion is given only with respect to the currently applicable laws of the Isle of Man and is given on the basis that it will be governed by and construed in accordance with such laws.

CAINS ADVOCATES LIMITED

Cains is the trading name of Cains Advocates Limited, an incorporated legal practice in the Isle of Man. Registered company number 009770V.
A list of all the directors' names is open to inspection at Cains' registered office.
Registered office: Fort Anne, Douglas, Isle of Man IM1 5PD.

Assumptions

4. For the purposes of giving this legal opinion, we have assumed:
 - 4.1 the genuineness of all signatures; the capacity of all signatories; the authenticity and completeness of all documents submitted to us as originals; the conformity with original documents and completeness of all documents submitted to us as copies; and the correctness of all facts stated in the Registration Statement;
 - 4.2 that the Plan is valid, binding and effective and imposes valid, legally binding and enforceable duties and liabilities on the parties thereto in accordance with its terms under the laws by which it is expressed to be governed and any other applicable law;
 - 4.3 that entry into the Plan and the allotment and issue of the Shares has been duly authorised on behalf of the Company;
 - 4.4 that the Shares will be validly issued in strict accordance with the terms of the Plan;
 - 4.5 that no provisions of the laws of any jurisdiction would be contravened by the issue of the Registration Statement and the Plan or the performance by the Company of its obligations as set out therein;
 - 4.6 that, insofar as any obligation under the Registration Statement and the Plan falls to be performed in any jurisdiction outside the Isle of Man, its performance would not be unlawful by virtue of the laws of that jurisdiction;
 - 4.7 that no laws (other than of the Isle of Man) which may apply with respect to the Registration Statement or the transactions and matters contemplated thereby would be such as to affect any of the opinions stated herein;
 - 4.8 that all filings, recordals, publications, notifications and registrations as are necessary to permit the issue of the Registration Statement or for the purposes of protecting or preserving any rights, duties, obligations or interests or as may be required to permit the performance thereof by any person have been or will be made or obtained within the time permitted, or will have been made or obtained within the time permitted, in all jurisdictions other than the Isle of Man;
 - 4.9 that all necessary consents or approvals of, and all necessary registrations or other action by or with, any regulatory authority or any other person or entity outside the Isle of Man have been or will be obtained, performed or taken in relation to the issue of the Registration Statement; and
 - 4.10 that the A Ordinary Shares of the Company will be listed on the New York Stock Exchange in the manner described in the Registration Statement.

Opinions

5. On the basis of the foregoing, we are of the opinion that the Shares, when issued in accordance with the terms of the Plan and once payment in full therefor has been made to the Company, will be validly issued, fully paid and non-assessable.
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Consent

- 6.1 This opinion is addressed to the Company in connection with the registration of the Shares under the Securities Act.
- 6.2 We consent to the filing of a copy of this legal opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated by the US Securities and Exchange Commission under the Securities Act.

Yours faithfully,



CAINS



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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated July 31, 2018 with respect to the consolidated financial statements of Eros International Plc included in the annual report on Form 20-F for the year ended March 31, 2018, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

Grant Thornton India LLP

Mumbai, India
September 4, 2018



Member firm of Grant Thornton International Ltd

Offices in Ahmedabad, Bengaluru, Chandigarh, Chennai, Gurgaon, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Grant Thornton India LLP is registered with limited liability with identity number W-7677 and its registered office at L-41 Connaught Circus, New Delhi, 110001