

ACHILLION PHARMACEUTICALS INC

Form S-8

August 08, 2012

As filed with the Securities and Exchange Commission on August 8, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Achillion Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**52-2113479**  
(I.R.S. Employer

Identification No.)

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300 George Street

New Haven, Connecticut  
(Address of Principal Executive Offices)

06511  
(Zip Code)

2006 Stock Incentive Plan, as amended

Michael D. Kishbauch

President and Chief Executive Officer

300 George Street

New Haven, Connecticut

(Name and Address of Agent For Service)

203-624-7000

(Telephone Number, Including Area Code, of Agent For Service)

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 12b2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	7,000,000 shares(2)	\$6.63(3)	\$46,410,000(3)	\$5,319

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- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 7,000,000 shares issuable under the 2006 Stock Incentive Plan, as amended.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on August 2, 2012.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is filed to register the offer and sale of 7,000,000 shares of the Registrant's common stock, \$.001 par value per share, to be issued under the Registrant's 2006 Stock Incentive Plan, as amended. This registration statement incorporates by reference the registration statements on Form S-8, File No. 333-138984, 333-141661, 333-149729, 333-158241, 333-168902 (filed with the Securities and Exchange Commission on November 28, 2006, March 29, 2007, March 14, 2008, March 27, 2009 and August 17, 2010.)

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP ( WilmerHale ) has opined as to the legality of the securities being offered by this registration statement. Attorneys at WilmerHale, and certain related investment partnerships, own, in the aggregate, 4,916 shares of the registrant's common stock.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New Haven, Connecticut, on this 8<sup>th</sup> day of August, 2012.

Achillion Pharmaceuticals, Inc.

By: /s/ Michael D. Kishbauch  
Michael D. Kishbauch  
President and Chief Executive Officer and Director

(Principal executive officer)

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Achillion Pharmaceuticals, Inc., hereby severally constitute and appoint Michael D. Kishbauch and Mary Kay Fenton, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Achillion Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Michael D. Kishbauch	President and Chief Executive Officer and Director (Principal executive officer)	August 8, 2012
Michael D. Kishbauch		
/s/ Mary Kay Fenton	Senior Vice President and Chief Financial Officer (Principal financial and accounting officer)	August 8, 2012
Mary Kay Fenton		
/s/ Jason Fisherman, M.D.	Director	August 8, 2012
Jason Fisherman, M.D.		

/s/ Gary Frashier	Director	August 8, 2012
Gary Frashier		
/s/ Kurt C. Graves	Director	August 8, 2012
Kurt C. Graves		
/s/ Dennis Liotta	Director	August 8, 2012
Dennis Liotta		
/s/ David Scheer	Director	August 8, 2012
David Scheer		
/s/ Nicole Vitullo	Director	August 8, 2012
Nicole Vitullo		
/s/ Robert Van Nostrand	Director	August 8, 2012
Robert Van Nostrand		
/s/ David Wright	Director	August 8, 2012
David Wright		

**INDEX TO EXHIBITS**

Number	Description
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers LLP

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