

ACADIA PHARMACEUTICALS INC

Form S-8

August 05, 2014

As filed with the Securities and Exchange Commission on August 5, 2014

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ACADIA PHARMACEUTICALS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation

or Organization)

06-1376651

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

11085 Torreyana Road, Suite 100

San Diego, CA 92121

(858) 558-2871

(Address of Principal Executive Offices, Including Zip Code)

ACADIA Pharmaceuticals Inc.

2004 EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

Uli Hacksell, Ph.D.

President and Chief Executive Officer

ACADIA Pharmaceuticals Inc.

11085 Torreyana Road, Suite 100

San Diego, CA 92121

(Name and Address of Agent for Service)

(858) 558-2871

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

Copies to:

Glenn F. Baity

Vice President, General Counsel & Secretary

ACADIA Pharmaceuticals Inc.

11085 Torreyana Road, Suite 100

San Diego, CA 92121

(858) 558-2871

L. Kay Chandler, Esq.

Sean M. Clayton, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, CA 92121

(858) 550-6000

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 definitions of "large accelerated filer", "accelerated filer" and "smaller reporting

company in Rule 12b-2 of the Securities Exchange Act of 1934:

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount to Be Registered (1) | Proposed | Proposed | Amount of Registration Fee |
|--|--------------------------------|--|--|----------------------------------|
| | | Maximum Offering Price per Share (2) | Maximum Aggregate Offering Price (2) | |
| Common Stock issuable under the 2004 Employee Stock Purchase Plan (par value \$0.0001 per share) | 150,000 shares(3) | \$20.28 | \$3,042,000 | \$391.81 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also registers any additional shares of the Registrant's common stock, par value \$0.0001 per share (the Common Stock), as may become issuable under the plan as a result of any stock split, stock dividend, recapitalization or similar event.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on August 4, 2014, as reported on The NASDAQ Global Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2004 Employee Stock Purchase Plan (the 2004 ESPP) on June 6, 2014, pursuant to an evergreen provision contained in the 2004 ESPP. Pursuant to such provision, on the date of the Registrant's annual stockholders' meeting, the number of shares authorized for issuance under the 2004 ESPP is automatically increased by a number equal to the least of: one percent of the number of shares of Common Stock outstanding on the record date for the annual stockholders' meeting; 150,000 shares of Common Stock; or a lesser number of shares of Common Stock that may be determined by the Registrant's board of directors.

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8 NO. 333-168667, NO. 333-176212, NO.
333-183151, AND NO. 333-190400**

The contents of Registration Statements on Form S-8 No. 333-168667, as amended, No. 333-176212, No. 333-183151, and No. 333-190400 originally filed with the Securities and Exchange Commission on August 9, 2010, August 10, 2011, August 8, 2012, and August 6, 2013 respectively, are incorporated by reference herein.

Item 8. Exhibits

Exhibit

| Number | Description |
|---------------|--|
| 4.1 | Amended and Restated Certificate of Incorporation, as Amended (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed August 10, 2011). |
| 4.2 | Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed September 12, 2013). |
| 4.3 | Form of common stock certificate of the Registrant (incorporated by reference to Exhibit 4.1 to Registration Statement No. 333-52492, filed December 21, 2000). |
| 5.1 | Opinion of Cooley LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Cooley LLP. Reference is made to Exhibit 5.1. |
| 24.1 | Power of Attorney is contained on the signature pages. |
| 99.1 | 2004 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.4 to Registration Statement No. 333-113137, filed May 19, 2004). |

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 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 San Diego, State of California, on August 5, 2014.

ACADIA PHARMACEUTICALS INC.

By: /s/ Uli Hacksell
Uli Hacksell, Ph.D.
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints ULI HACKSELL, PH.D. and GLENN F. BAITY, and each of them, his or her true and lawful attorney-in-fact and agent, 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 to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange 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 in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

| Signature | Title | Date |
|-----------------------|--|----------------|
| /s/ Uli Hacksell | President, Chief Executive | August 5, 2014 |
| ULI HACKSELL | Officer and Director <i>(Principal Executive Officer)</i> | |
| /s/ Stephen Davis | Executive Vice President, Chief | August 5, 2014 |
| STEPHEN DAVIS | Financial Officer and Chief Business Officer <i>(Principal Financial and Accounting Officer)</i> | |
| /s/ Leslie L. Iversen | Chairman of the Board | August 5, 2014 |
| LESLIE L. IVERSEN | | |
| /s/ Stephen Biggar | Director | August 5, 2014 |
| STEPHEN BIGGAR | | |
| /s/ Michael T. Borer | Director | August 5, 2014 |
| MICHAEL T. BORER | | |
| /s/ Laura A. Brege | Director | August 5, 2014 |
| LAURA A. BREGE | | |
| /s/ Mary Ann Gray | Director | August 5, 2014 |
| MARY ANN GRAY | | |
| /s/ Lester J. Kaplan | Director | August 5, 2014 |
| LESTER J. KAPLAN | | |
| /s/ Torsten Rasmussen | Director | August 5, 2014 |
| TORSTEN RASMUSSEN | | |

/s/ William M. Wells

Director

August 5, 2014

WILLIAM M. WELLS

EXHIBIT INDEX

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