ACADIA PHARMACEUTICALS INC
Form S-8
August 08, 2017

As filed with the Securities and Exchange Commission on August 8, 2017

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	**06-1376651**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

3611 Valley Centre Drive, Suite 300

San Diego, CA 92130

(858) 558-2871

(Address of Principal Executive Offices, Including Zip Code)

ACADIA Pharmaceuticals Inc.

2010 EQUITY INCENTIVE PLAN

(Full Title of the Plan)

Glenn F. Baity

Executive Vice President, General Counsel & Secretary

ACADIA Pharmaceuticals Inc.

3611 Valley Centre Drive, Suite 300

San Diego, CA 92130

(Name and Address of Agent for Service)

(858) 558-2871

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

Copies to:

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, a smaller reporting company, or an emerging growth company. See definitions of large accelerated filer , accelerated filer , smaller reporting company and emerging growth 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
		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	**Amount to Be Registered (1)**	**Proposed Maximum Offering Price per Share (2)**	**Proposed Maximum Aggregate Offering Price (2)**	**Amount of Registration Fee**
Common Stock issuable under the 2010 Equity Incentive Plan (par value $0.0001 per share)	5,500,000 shares(3)	$29.41	$161,755,000	$18,747
Total	5,500,000 shares	N/A	$161,755,000	$18,747

(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 3, 2017, as reported on The NASDAQ Global Select Market.

(3) Represents shares of Common Stock added to the shares authorized for issuance under the Registrant s 2010 Equity Incentive Plan (the 2010 Plan) pursuant to an amendment to such plan approved by the Registrant s stockholders at the Registrant s 2017 Annual Meeting of Stockholders.

INCORPORATION BY REFERENCE OF CONTENTS OF

REGISTRATION STATEMENTS ON FORM S-8

The contents of Registration Statements on Form S-8 No. 333-168667, as amended, No. 333-190400, No. 333-207971, and No. 333-213109, originally filed with the Securities and Exchange Commission on August 9, 2010, August 19, 2011, August 6, 2013, November 12, 2015, and August 12, 2016, 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 6, 2015).
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 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[a]	2010 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registrant s Current Report on Form 8-K, filed June 15, 2017).

[a] Indicates management contract or compensatory plan or arrangement.

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 8, 2017.

ACADIA PHARMACEUTICALS INC.

By: /s/ Stephen R. Davis
Stephen R. Davis
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints STEPHEN R. DAVIS 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/ Stephen R. Davis	President and Chief Executive Officer, Director	August 8, 2017
STEPHEN R. DAVIS	*(Principal Executive Officer)*	
/s/ Todd S. Young	Executive Vice President and Chief Financial Officer	August 8, 2017
TODD S. YOUNG	*(Principal Financial and Accounting Officer)*	
/s/ Stephen R. Biggar	Chair of the Board	August 8, 2017
STEPHEN R. BIGGAR		
/s/ Julian Baker	Director	August 8, 2017
JULIAN BAKER		
/s/ Laura A. Brege	Director	August 8, 2017
LAURA A. BREGE		
/s/ James Daly	Director	August 8, 2017
JAMES DALY		
/s/ Edmund Harrigan	Director	August 8, 2017
EDMUND HARRIGAN		
/s/ Daniel B. Soland	Director	August 8, 2017

DANIEL B. SOLAND

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