

ENDOXYTE INC
Form S-8
March 06, 2014

As filed with the Securities and Exchange Commission on March 6, 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

ENDOXYTE, INC.

(Exact name of registrant as specified in its charter)

Delaware **35-1969-140**
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

**3000 Kent
Avenue,
Suite
A1-100**

**West
Lafayette,
IN 47906**
(Address
of
Principal
Executive
Offices)
(Zip Code)

ENDOCYTE, INC.

2010 equity INCENTIVE plan

2010 employee stock purchase plan

(Full title of the plan)

P. Ron Ellis

**President and Chief Executive Officer
Endocyte, Inc.
3000 Kent Avenue, Suite A1-100**

West Lafayette, IN 47906

(Name and address of agent for service)

(765) 463-7175

(Telephone number, including area code, of agent for service)

Copy to:

Christine G. Long

Faegre Baker Daniels LLP

600 East 96th Street, Suite 600

Indianapolis, Indiana 46240

(317) 569-9600

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. (Check one):

Large accelerated filer ..	Accelerated Filer	<input checked="" type="checkbox"/>
Non-accelerated filer ..	Smaller Reporting Company ..	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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(2)
Common Stock, par value \$0.001 per share, to be issued under the 2010 Equity Incentive Plan	1,446,000 ⁽³⁾	\$13.165	\$19,036,590	\$2,451.92
Common Stock, par value \$0.001 per share, to be issued under the 2010 Employee Stock Purchase Plan	361,000 ⁽⁴⁾	\$13.165	\$4,752,565	\$612.13

Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers additional shares of the Registrant's common stock, par value \$0.001 per share (the (1) "Common Stock") as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions in accordance with the anti-dilution provisions of the Endocyte, Inc. 2010 Equity Incentive Plan (the "2010 EIP") and the Endocyte, Inc. 2010 Employee Stock Purchase Plan (the "ESPP").

Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) (2) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the Nasdaq Global Market on March 3, 2014, which was \$13.165 per share.

(3) This Registration Statement registers an additional 1,446,000 shares of Common Stock, not previously registered, under the 2010 EIP pursuant to the evergreen provision of the 2010 EIP.

(4) This Registration Statement registers an additional 361,000 shares of Common Stock, not previously registered, under the ESPP pursuant to the evergreen provision of the ESPP.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"**

Endocyte, Inc. (the "Registrant") filed a Registration Statement on Form S-8 (File No. 333-172121) with the Securities and Exchange Commission (the "Commission") on February 9, 2011 (the "Initial Registration Statement"), which registered shares of the Registrant's Common Stock, par value \$0.001 per share (the "Common Stock") available for issuance under the Endocyte, Inc. 2010 Equity Incentive Plan (the "2010 EIP") and the Endocyte, Inc. 2010 Employee Stock Purchase Plan (the "ESPP"), among other plans. Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement are incorporated herein by reference.

The Registrant has filed this Form S-8 Registration Statement (this "Registration Statement") to register:
(i) 1,446,000 additional shares of Common Stock, not previously registered, under the 2010 EIP that are available for issuance under the 2010 EIP based on approval by the Registrant's Board of Directors on November 7, 2013 pursuant to the automatic share reserve increase provision of the 2010 EIP (such shares, the "Additional 2010 EIP Shares"); and
(ii) 361,000 additional shares of Common Stock, not previously registered, under the ESPP that are available for issuance under the ESPP based on approval by the Registrant's Board of Directors on November 7, 2013 pursuant to the automatic share reserve increase provision of the ESPP (such shares, the "Additional ESPP Shares").

This Registration Statement is hereby filed to reflect that, following the date hereof:

the Additional 2010 EIP Shares are registered under the 2010 EIP; and

the Additional ESPP Shares are registered under the ESPP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

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 the City of West Lafayette, State of Indiana, on March 6, 2014.

Endocyte, Inc.
/s/ P. Ron Ellis

By: P. Ron Ellis,
President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes P. Ron Ellis and Michael A. Sherman, or either of them, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this Registration Statement, including post-effective amendments, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints each of P. Ron Ellis and Michael A. Sherman, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ P. Ron Ellis P. Ron Ellis	Director, President and Chief Executive Officer (Principal Executive Officer)	March 6, 2014
/s/ Michael A. Sherman		

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Michael A. Sherman	Chief Financial Officer (Principal Financial Officer)	March 6, 2014
<i>/s/ Beth A. Taylor</i> Beth A. Taylor	Corporate Controller (Principal Accounting Officer)	March 6, 2014
<i>/s/ John C. Aplin</i> John C. Aplin	Chairman of the Board of Directors	March 6, 2014
<i>/s/ Philip S. Low</i> Philip S. Low	Director and Chief Science Officer	March 6, 2014
<i>/s/ Keith E. Brauer</i> Keith E. Brauer	Director	March 6, 2014

/s/ Colin Goddard
Colin Goddard Director March 6, 2014

/s/ Ann F. Hanham
Ann F. Hanham Director March 6, 2014

/s/ Marc D. Kozin
Marc D. Kozin Director March 6, 2014

/s/ Peter D. Meldrum
Peter D. Meldrum Director March 6, 2014

/s/ Fred A. Middleton
Fred A. Middleton Director March 6, 2014

/s/ Lesley Russell
Lesley Russell Director March 6, 2014

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant on March 18, 2011, SEC File No. 001-35050).
4.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed by the Registrant on March 18, 2011, SEC File No. 001-35050).
4.3	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to Form S-1 (Registration No. 333-168904) filed January 12, 2011).
4.4	Endocyte, Inc. 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to Form S-1 (Registration No. 333-168904) filed August 17, 2010).
4.5	Endocyte, Inc. 2010 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.5 to Form S-1 (Registration No. 333-168904) filed August 17, 2010).
5	Opinion of Faegre Baker Daniels LLP.
23.1	Consent of Ernst & Young, LLP.
23.2	Consent of Faegre Baker Daniels LLP (contained in the Opinion filed herewith as Exhibit 5).
24	Powers of Attorney (included on the signature page of this Registration Statement).