

ENDOCYTE INC
Form S-8
March 16, 2015

As filed with the Securities and Exchange Commission on March 16, 2015

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form S-8

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

ENDOCYTE, 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):

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Large accelerated filer Accelerated Filer x

Non-accelerated filer Smaller Reporting Company

(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	1,671,000 ⁽³⁾	\$6.21	\$10,376,910	\$1,205.80
Unused 1997 Plan Shares of Common Stock	1,125 ⁽⁴⁾	\$6.21	\$6,987	\$0.82
Unused 2007 Plan Shares of Common Stock	5,519 ⁽⁵⁾	\$6.21	\$34,273	\$3.99
Common Stock, par value \$0.001 per share, to be issued under the 2010 Employee Stock Purchase Plan	417,000 ⁽⁶⁾	\$6.21	\$2,589,570	\$300.91
Total	2,094,644	\$6.21	\$13,007,740	\$1,511.52

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 10, 2015, which was \$6.21 per share.

(3) This Registration Statement registers an additional 1,671,000 shares of Common Stock, not previously registered, under the 2010 EIP pursuant to the evergreen provision of the 2010 EIP.

This Registration Statement registers up to 1,125 shares of Common Stock, not previously registered, under the 2010 EIP that consisted of outstanding awards that expired, terminated, were forfeited or were repurchased under (4) the Endocyte, Inc. 1997 Stock Plan (the "1997 Plan") through February 28, 2015. The number of shares available for issuance under the 2010 EIP may be increased from time to time by additional shares of Common Stock subject to outstanding awards under the 1997 Plan that expire, terminate, are forfeited or are repurchased for any reason.

This Registration Statement registers up to 5,519 shares of Common Stock, not previously registered, under the 2010 EIP that consisted of outstanding awards that expired, terminated, were forfeited or were repurchased under (5) the Endocyte, Inc. 2007 Stock Plan (the "2007 Plan") through February 28, 2015. The number of shares available for issuance under the 2010 EIP may be increased from time to time by additional shares of Common Stock subject to outstanding awards under the 2007 Plan that expire, terminate, are forfeited or are repurchased for any reason.

- (6) This Registration Statement registers an additional 417,000 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) 1,671,000 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 13, 2014 pursuant to the automatic share reserve increase provision of the 2010 EIP (such shares, the "Additional 2010 EIP Shares"); (ii) 1,125 shares of Common Stock, not previously registered, under the 2010 EIP, that were subject to awards that expired or were otherwise terminated without having been exercised in full, or were forfeited to or repurchased by the Registrant, under the Registrant's 1997 Stock Plan (the "1997 Plan") (such shares, the "Newly Available 1997 Plan Shares") through February 28, 2015; and (iii) 5,519 shares of Common Stock, not previously registered, under the 2010 EIP, that were subject to awards that expired or were otherwise terminated without having been exercised in full, or were forfeited to or repurchased by the Registrant, under the Registrant's 2007 Stock Plan (the "2007 Plan") (such shares, the "Newly Available 2007 Plan Shares") through February 28, 2015. The 2010 EIP provides, among other things, that any shares of Common Stock subject to outstanding awards under the 1997 Plan or the 2007 Plan that expire, terminate, are forfeited or are repurchased are available for issuance under the 2010 EIP, subject to certain limitations. The Newly Available 1997 Plan Shares and the Newly Available 2007 Plan Shares were previously registered by the Registrant on the Initial Registration Statement. Concurrently with the filing of this Registration Statement, the Registrant is filing a post-effective amendment to the Initial Registration Statement deregistering the Newly Available 1997 Plan Shares and the Newly Available 2007 Plan Shares that are being carried forward under this Registration Statement.

The Registrant has also filed this Registration Statement to register 417,000 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 13, 2014 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, the Newly Available 1997 Plan Shares and the Newly Available 2007 Plan 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 16, 2015.

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 16, 2015
/s/ Michael A. Sherman Michael A. Sherman	Chief Operating Officer and Chief Financial Officer (Principal Financial Officer)	March 16, 2015
/s/ Beth A. Taylor	Corporate Controller (Principal Accounting Officer)	

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Beth A. Taylor		March 16, 2015
<i>/s/ John C. Aplin</i> John C. Aplin	Chairman of the Board of Directors	March 16, 2015
<i>/s/ Philip S. Low</i> Philip S. Low	Director and Chief Science Officer	March 16, 2015
<i>/s/ Keith E. Brauer</i> Keith E. Brauer	Director	March 16, 2015
<i>/s/ Colin Goddard</i> Colin Goddard	Director	March 16, 2015
<i>/s/ Ann F. Hanham</i> Ann F. Hanham	Director	March 16, 2015
<i>/s/ Marc D. Kozin</i> Marc D. Kozin	Director	March 16, 2015
<i>/s/ Peter D. Meldrum</i> Peter D. Meldrum	Director	March 16, 2015
<i>/s/ Fred A. Middleton</i> Fred A. Middleton	Director	March 16, 2015
<i>/s/ Lesley Russell</i> Lesley Russell	Director	March 16, 2015

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).