

IMMUNE DESIGN CORP.
Form S-8
March 14, 2018

As filed with the Securities and Exchange Commission on March 14, 2018
Registration No. 333-

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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

IMMUNE DESIGN CORP.
(Exact name of registrant as specified in its charter)

Delaware 26-2007174
(State or other jurisdiction of Incorporation or organization) (I.R.S. Employer Identification No.)
1616 Eastlake Ave. E., Suite 310
Seattle, Washington 98102
(206) 682-0645
(Address of principal executive offices) (Zip Code)

Immune Design Corp. 2014 Omnibus Incentive Plan
(Full title of the Plan)

Carlos Paya, M.D., Ph.D.
President and Chief Executive Officer
Immune Design Corp.
1616 Eastlake Ave. E., Suite 310
Seattle, Washington 98102
(206) 682-0645
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

Copies to:
Laura A. Berezin
Jaime L. Chase
Cooley, LLP
3175 Hanover St.
Palo Alto, California 94304
(650) 843-5000

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 the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2014 Omnibus Incentive Plan (Common stock, \$0.001 par value per share)	1,922,746 ⁽²⁾	\$3.425 ⁽³⁾	\$6,585,405.05 ⁽³⁾	\$819.89

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without receipt of consideration which results in an increase in the number of the Registrant’s outstanding shares of common stock.

(2) Represents additional shares of the Registrant’s common stock reserved for future grant under the Immune Design Corp. 2014 Omnibus Incentive Plan (the “2014 Plan”) as a result of the automatic increase in shares reserved thereunder on January 1, 2018 pursuant to the terms of the 2014 Plan.

(3) Estimated pursuant to Rule 457(c) and Rule 457(h) solely for the purpose of calculating the registration fee. The proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low sale prices of the Registrant’s common stock as reported on The Nasdaq Global Market on March 7, 2018.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement on Form S-8 for the purpose of registering an additional 1,922,746 shares of common stock under the Immune Design Corp. 2014 Omnibus Incentive Plan (the “2014 Plan”), pursuant to the provisions of the 2014 Plan which provide for annual automatic increases in the number of shares of common stock reserved for issuance under the 2014 Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Immune Design Corp. (the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents filed by it with the Commission:

- the contents of the Registrant’s Registration Statements on Form S-8 relating to the 2014 Plan, previously filed with (a) Commission on July 31, 2014 (File No. 333-197748), March 31, 2015 (File No. 333-203143), May 10, 2016 (File No. 333-211264) and May 10, 2017 (File No. 333-217831);
- (b) the Registrant’s Annual Report on Form 10-K (File No. 001-36561) for the fiscal year ended December 31, 2017, filed with the Commission on March 14, 2018;
- (c) the Registrant’s Current Report on Form 8-K (File No. 001-36561) filed with the Commission on January 10, 2018; the description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-36561) filed with the Commission on July 22, 2014, under Section 12(b) of the Securities Exchange
- (d) Act of 1934, as amended (the “Exchange Act”), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such documents as set forth therein. The Registrant is not, however, incorporating by reference any documents or portions thereof, whether specifically listed above or filed in the future, that are not deemed “filed” with the Commission, including any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K or related exhibits furnished pursuant to Item 9.01 of Form 8-K. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed below and incorporated by reference herein.

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Exhibit Number	Exhibit Description
4.1	<u>Amended and Restated Certificate of Incorporation of Immune Design Corp. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36561), filed with the Commission on July 29, 2014).</u>
4.2	<u>Amended and Restated Bylaws of Immune Design Corp. (incorporated herein by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 (File No. 333-196979), filed with the Commission on June 23, 2014).</u>
4.3	<u>Specimen common stock certificate of Immune Design Corp. (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-196979), filed with the Commission on June 23, 2014).</u>
4.4	<u>Immune Design Corp. 2008 Equity Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-196979), filed with the Commission on June 23, 2014).</u>
4.5	<u>Form of Option Agreement under the Immune Design Corp. 2008 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-196979), filed on June 23, 2014).</u>
4.6	<u>Immune Design Corp. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 4.6 to the Registrant's Registration Statement on Form S-8 (File No. 333-197748), filed with the Commission on July 31, 2014).</u>
4.7	<u>Form of Incentive Stock Option Agreement under the Immune Design Corp. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-196979), filed on July 14, 2014).</u>
4.8	<u>Form of Non-Qualified Option Agreement under the Immune Design Corp. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.6 to the Registrant's Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-196979), filed on July 14, 2014).</u>
4.9	<u>Form of Restricted Stock Unit Agreement under the Immune Design Corp. 2014 Omnibus Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-36561), filed on January 10, 2017).</u>
4.10	<u>Immune Design Corp. 2014 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 4.9 to the Registrant's Registration Statement on Form S-8 (File No. 333-197748), filed with the Commission on July 31, 2014).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page to this Registration Statement).</u>

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 South San Francisco, State of California on March 14, 2018.

Immune Design Corp.

By: /s/ Carlos Paya, M.D., Ph.D.

Carlos Paya, M.D., Ph.D.

President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Carlos Paya, M.D., Ph.D. and Stephen Brady, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any 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 on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Carlos Paya, M.D., Ph.D. Carlos Paya, M.D., Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2018
/s/ Stephen Brady Stephen Brady	Executive Vice President, Strategy & Finance (Principal Accounting Officer and Principal Financial Officer)	March 14, 2018
/s/ Ed Penhoet, Ph.D. Ed Penhoet, Ph.D.	Chairman of the Board	March 14, 2018
/s/ David Baltimore, Ph.D. David Baltimore, Ph.D.	Director	March 14, 2018
/s/ Franklin Berger Franklin Berger	Director	March 14, 2018
/s/ Lewis Coleman Lewis Coleman	Director	March 14, 2018
/s/ Susan Kelley, M.D. Susan Kelley, M.D.	Director	March 14, 2018
/s/ William Ringo William Ringo	Director	March 14, 2018

/s/ Peter Svennilson
Peter Svennilson

Director

March 14, 2018