

ACADIA PHARMACEUTICALS INC

Form S-8

August 12, 2016

As filed with the Securities and Exchange Commission on August 12, 2016

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)**

**3611 Valley Centre Drive, Suite 300**

**06-1376651**  
**(I.R.S. Employer**

**Identification No.)**

**San Diego, CA 92130**

**(858) 558-2871**

**(Address of Principal Executive Offices, Including Zip Code)**

**ACADIA Pharmaceuticals Inc.**

**2010 EQUITY INCENTIVE PLAN**

**2004 EMPLOYEE STOCK PURCHASE 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, 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 2010 Equity Incentive Plan (par value \$0.0001 per share)	3,000,000 shares(3)	\$31.66	\$94,980,000	\$9,564
Common Stock issuable under the 2004 Employee Stock Purchase Plan (par value \$0.0001 per share)	400,000 shares(4)	\$31.66	\$12,664,000	\$1,275
<b>Total</b>	3,400,000 shares	N/A	\$107,644,000	\$10,839

- (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 11, 2016, as reported on The NASDAQ Global 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 2016 Annual Meeting of Stockholders.
- (4) Represents shares of Common Stock added to the shares authorized for issuance under the Registrant's 2004 Employee Stock Purchase Plan (the "2004 ESPP") pursuant to an amendment to such plan approved by the Registrant's stockholders at the Registrant's 2016 Annual Meeting of Stockholders.



**INCORPORATION BY REFERENCE OF CONTENTS OF**

**REGISTRATION STATEMENTS ON FORM S-8 NO. 333-168667 AND NO. 333-190400**

The contents of Registration Statements on Form S-8 No. 333-168667, as amended, No. 333-176212, No. 333-183151, No. 333-190400, and No. 333-207971 originally filed with the Securities and Exchange Commission on August 9, 2010, August 10, 2011, August 8, 2012, August 6, 2013, and November 12, 2015, respectively, are incorporated by reference herein.

**Item 8. Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
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 <sup>a</sup>	2010 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K, filed June 10, 2016).
99.2 <sup>a</sup>	2004 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K, filed June 10, 2016).

<sup>a</sup> 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 12, 2016.

**ACADIA PHARMACEUTICALS INC.**

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

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**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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Stephen R. Davis	President and Chief Executive Officer, Director	August 12, 2016
STEPHEN R. DAVIS	<i>(Principal Executive, Financial and Accounting Officer)</i>	
/s/ Stephen R. Biggar	Chair of the Board	August 12, 2016
STEPHEN R. BIGGAR		
/s/ Julian Baker	Director	August 12, 2016
JULIAN BAKER		
/s/ Laura A. Brege	Director	August 12, 2016
LAURA A. BREGE		
/s/ James Daly	Director	August 12, 2016
JAMES DALY		
/s/ Edmund Harrigan	Director	August 12, 2016
EDMUND HARRIGAN		
/s/ Daniel B. Soland	Director	August 12, 2016
DANIEL B. SOLAND		

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