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Edge Therapeutics, Inc.

Form S-8

March 02, 2018

As filed with the Securities and Exchange Commission on March 2, 2018.

Registration No. 333

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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Edge Therapeutics, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	300 Connell Drive, Suite 4000 Berkeley Heights, NJ 07922	26-4231384
(State of Incorporation)	(Address of principal executive offices) (Zip Code)	(I.R.S. Employer Identification No.)

NON-QUALIFIED STOCK OPTION INDUCEMENT AWARD

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(Full Title of the Plan)

Brian A. Leuthner  
President and Chief Executive Officer  
Edge Therapeutics, Inc.  
300 Connell Drive, Suite 4000  
Berkeley Heights, NJ 07922  
(Name and address of agent for service)

(800) 208-3343  
(Telephone number, including area code, of agent for service)

Copies of all communications to:

W. Bradford Middlekauff, Esq. Senior Vice President, General Counsel and Secretary Edge Therapeutics, Inc. 300 Connell Drive, Suite 4000 Berkeley Heights, NJ 07922	David S. Rosenthal, Esq. Dechert LLP 1095 Avenue of the Americas New York, NY 10036 (212) 698-3500
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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,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Securities Exchange Act of 1934, as amended. (Check one):

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 of 1933, as amended (the “Securities Act”).

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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock of Edge Therapeutics, Inc., par value \$0.00033 per share (" <u>Common Stock</u> ")	200,000(1 )	\$ 10.73(2 )	\$ 2,146,000(2 )	\$ 268

Represents 200,000 shares of Common Stock of Edge Therapeutics, Inc. (the "Registrant") that are issuable upon the exercise of non-qualified stock option awards granted to Andrew Saik on November 1, 2017 with a per share exercise price of \$10.73, (the "Inducement Award"). Pursuant to Rule 416 of the Securities Act, this registration (1) statement (this "Registration Statement") shall also cover any additional shares of Common Stock which become issuable under the Inducement Award by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

(2) Pursuant to Rule 457(h) of the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the price at which the non-qualified stock option may be exercised.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities and Exchange Commission (the “Commission”) by the Registrant to register shares of Common Stock issuable upon exercise of the options granted pursuant to the Inducement Award, as described below. To induce the individual listed below to accept employment with the Registrant, the Registrant granted the Inducement Award on the date detailed below:

a non-qualified stock option to purchase 200,000 shares of Common Stock of the Registrant granted to Andrew Saik on November 1, 2017.

The Inducement Award was approved by the Registrant’s Board of Directors (or a committee thereof) in compliance with and in reliance on NASDAQ Listing Rule 5635(c)(4). The Inducement Award was granted outside of the Edge Therapeutics, Inc. 2014 Equity Incentive Plan.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required in Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act is not required to be filed with the Commission and is omitted from this Registration Statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, as originally filed with the Commission by the Registrant, are incorporated herein by reference:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 1, 2018 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which contain the Registrant’s audited financial statements for the latest fiscal year for which such statements have been filed;
- (b) the description of the Registrant’s Common Stock, contained in its registration statement on Form 8-A, which was filed with the Commission on September 25, 2015; and
- (c) all reports and other documents hereafter filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement (other than current reports or portions thereof furnished under Item 2.02 or Item 7.01 of Form 8-K).

Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of the filing of such document with the Commission, until the information contained in such document is superseded or updated by any subsequently filed document which is incorporated by reference into this Registration Statement.

Item 4. Description of Securities.

Not applicable.

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Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the Delaware General Corporation Law provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was illegal. A Delaware corporation may indemnify any persons who are, or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation by reason of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests except that no indemnification is permitted without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him or her against the expenses which such officer or director has actually and reasonably incurred. The Registrant's certificate of incorporation and bylaws provide for the indemnification of its directors and officers to the fullest extent permitted under the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability for any:

- transaction from which the director derives an improper personal benefit;
- act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payment of dividends or redemption of shares; or
- breach of a director's duty of loyalty to the corporation or its stockholders.

The Registrant's certificate of incorporation includes such a provision. Expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by the Registrant upon delivery to the Registrant of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Registrant.

As permitted by the Delaware General Corporation Law, the Registrant has entered into and intends to enter into indemnification agreements with each of its directors and executive officers. These agreements, among other things, require the Registrant to indemnify each director and officer to the fullest extent permitted by law and advance

expenses to each indemnitee in connection with any proceeding in which indemnification is available.

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At present, there is no pending litigation or proceeding involving any of the Registrant's directors or executive officers as to which indemnification is required or permitted, and the Registrant is not aware of any threatened litigation or proceeding that may result in a claim for indemnification.

The Registrant has an insurance policy covering its officers and directors with respect to certain liabilities, including liabilities arising under the Securities Act or otherwise.

### Item 7. Exemption from Registration Claimed.

Not applicable.

### Item 8. Exhibits.

See Exhibit Index

### Item 9. Undertakings

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(2)(ii) do not apply if the information required to be included in a post-effective amendment of this Registration Statement by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that



is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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Exhibit Index

Exhibit

Number Description

4.1 Eighth Amended and Restated Certificate of Incorporation of Edge Therapeutics, Inc. (filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on October 6, 2015, and incorporated by reference herein).

4.2 Second Amended and Restated Bylaws of Edge Therapeutics, Inc. (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on October 6, 2015, and incorporated by reference herein).

4.3 Form of Certificate of Common Stock (filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 filed with the Commission on September 21, 2015, and incorporated by reference herein).

4.4 Edge Therapeutics, Inc. 2014 Equity Incentive Plan (filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed with the Commission on September 21, 2015, and incorporated by reference herein).

4.5 Form of Edge Therapeutics, Inc. Executive Stock Option Agreement (filed as Exhibit 10.17 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 2, 2017, and incorporated by reference herein).

4.6 Form of Edge Therapeutics, Inc. Employee Stock Option Agreement (filed as Exhibit 10.18 to the Registrant's Annual Report on Form 10-K filed with the Commission on March 2, 2017, and incorporated by reference herein).

5.1 Opinion of Dechert LLP (counsel to the Registrant) as to the legality of the securities being registered.

23.1 Consent of KPMG LLP.

23.2 Consent of Dechert LLP (included in Exhibit 5.1).

24.1 Power of Attorney (contained on the signature page hereto).

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, 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 Berkeley Heights, State of New Jersey, on this 2nd day of March, 2018.

EDGE THERAPEUTICS, INC.

By: /s/ Brian A. Leuthner

Brian A. Leuthner

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian A. Leuthner, Andrew Saik and W. Bradford Middlekauff, and each or any one of them, as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's 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, with the Commission, granting unto such 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 in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Brian A. Leuthner</u> Brian A. Leuthner	President and Chief Executive Officer and Director (Principal Executive Officer)	March 2, 2018
<u>/s/ Andrew Saik</u> Andrew Saik	Chief Financial Officer (Principal Financial Officer)	March 2, 2018
<u>/s/ Albert N. Marchio, II</u> Albert N. Marchio, II	Chief Accounting and Administrative Officer (Principal Accounting Officer)	March 2, 2018
<u>/s/ Sol Barer</u> Sol Barer	Chairman, Board of Directors	March 2, 2018
<u>/s/ Isaac Blech</u> Isaac Blech	Vice Chairman, Board of Directors	March 2, 2018
<u>/s/ Kurt Conti</u> Kurt Conti	Director	March 2, 2018
<u>/s/ Rosemary A. Crane</u> Rosemary A. Crane	Director	March 2, 2018

/s/ James I. Healy  
James I. Healy

Director

March 2, 2018

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<u>/s/ James Loughlin</u> James Loughlin	Director	March 2, 2018
<u>/s/ R. Loch Macdonald</u> R. Loch Macdonald	Chief Scientific Officer and Director	March 2, 2018
<u>/s/ Liam Ratcliffe</u> Liam Ratcliffe	Director	March 2, 2018
<u>/s/ Robert Spiegel</u> Robert Spiegel	Director	March 2, 2018

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Hand Enterprise Solutions Co., Ltd.

4,715,685

12,998

**Insurance (10.0%)**

China Pacific Insurance Group Co., Ltd., Class A

18,340,072

52,591

**Internet Software & Services (1.4%)**

NetEase, Inc. ADR

102,900

7,472

**Media (1.7%)**

Bona Film Group Ltd. ADR (b)

1,705,800

8,955

**Oil, Gas & Consumable Fuels (3.9%)**



China Shenhua Energy Co., Ltd., Class A

7,462,931

20,312

**Pharmaceuticals (9.9%)**

China Resources Sanjiu Medical & Pharmaceutical Co., Ltd., Class A

12,840,559

51,954

<b>Real Estate Management &amp; Development (4.9%)</b>		
China Vanke Co., Ltd., Class A	14,469,114	21,535
Shanghai Shimao Co., Ltd., Class A	2,564,149	4,345
		25,880
<b>Software (5.7%)</b>		
Yonyou Software Co., Ltd., Class A	13,436,754	30,156
<b>Specialty Retail (0.7%)</b>		
Suning Commerce Group Co., Ltd., Class A	1,789,896	3,752
<b>Textiles, Apparel &amp; Luxury Goods (2.1%)</b>		
XTEP International Holdings (a)	22,902,000	10,792
<b>Transportation Infrastructure (2.8%)</b>		
Jiangsu Expressway Co., Ltd.	5,798,434	5,337
Shanghai International Airport Co., Ltd.	3,897,312	9,636
		14,973
<b>Total Common Stocks (Cost \$496,230)</b>		517,276
<b>Short-Term Investment (0.0%)</b>		
<b>Investment Company (0.0%)</b>		
Morgan Stanley Institutional Liquidity Funds - Money Market Portfolio - Institutional Class (c) (Cost \$77)	76,739	77
<b>Total Investments (98.2%) (Cost \$496,307) (d)+</b>		517,353
<b>Other Assets in Excess of Liabilities (1.8%)</b>		9,246
<b>Net Assets (100.0%)</b>		\$ 526,599

(a) Security trades on the Hong Kong exchange.

(b) Non-income producing security.

(c) The Fund invests in the Morgan Stanley Institutional Liquidity Funds - Money Market Portfolio - Institutional Class (the Liquidity Funds), an open-end management investment company managed by the Adviser. Advisory fees paid by the Fund are reduced by an amount equal to the advisory and administrative service fees paid by the Liquidity Funds with respect to assets invested by the Fund in the Liquidity Funds.

(d) The approximate fair value and percentage of net assets, \$448,895,000 and 85.2%, respectively, represent the securities that have been fair valued under the fair valuation policy for international investments as described in the Notes to the Portfolio of Investments.

+ At September 30, 2013, the U.S. Federal income tax cost basis of investments was approximately \$496,307,000 and, accordingly, net unrealized appreciation for U.S. Federal income tax purposes was approximately \$21,046,000 of which approximately \$41,772,000 related to appreciated securities and approximately \$20,726,000 related to depreciated securities.

ADR American Depositary Receipt.

Morgan Stanley China A Share Fund, Inc.

**Notes to the Portfolio of Investments • September 30, 2013 (unaudited)**

**Security Valuation:** (1) An equity portfolio security listed or traded on an exchange is valued at its latest reported sales price (or at the exchange official closing price if such exchange reports an official closing price), if there were no sales on a given day, the security is valued at the mean between the last reported bid and asked prices; (2) all other equity portfolio securities for which over-the-counter market quotations are readily available are valued at the mean between the last reported bid and asked prices. In cases where a security is traded on more than one exchange, the security is valued on the exchange designated as the primary market; (3) when market quotations are not readily available, including circumstances under which Morgan Stanley Investment Management Inc. (the Adviser) determines that the closing price, last sale price or the mean between the last reported bid and asked prices are not reflective of a security's market value, portfolio securities are valued at their fair value as determined in good faith under procedures established by and under the general supervision of the Fund's Board of Directors (the Directors). Occasionally, developments affecting the closing prices of securities and other assets may occur between the times at which valuations of such securities are determined (that is, close of the foreign market on which the securities trade) and the close of business of the New York Stock Exchange (NYSE). If developments occur during such periods that are expected to materially affect the value of such securities, such valuations may be adjusted to reflect the estimated fair value of such securities as of the close of the NYSE, as determined in good faith by the Directors or by the Adviser using a pricing service and/or procedures approved by the Directors; (4) quotations of foreign portfolio securities, other assets and liabilities and forward contracts stated in foreign currency are translated into U.S. dollar equivalents at the prevailing market rates prior to the close of the NYSE; (5) investments in mutual funds, including the Morgan Stanley Institutional Liquidity Funds, are valued at the net asset value as of the close of each business day; and (6) short-term debt securities with remaining maturities of 60 days or less at the time of purchase may be valued at amortized cost, unless the Adviser determines such valuation does not reflect the securities market value, in which case these securities will be valued at their fair market value determined by the Adviser.

Under procedures approved by the Directors, the Fund's Adviser has formed a Valuation Committee. The Valuation Committee provides administration and oversight of the Fund's valuation policies and procedures, which are reviewed at least annually by the Directors. These procedures allow the Fund to utilize independent pricing services, quotations from securities and financial instrument dealers, and other market sources to determine fair value.

The Fund has procedures to determine the fair value of securities and other financial instruments for which market prices are not readily available. Under these procedures, the Valuation Committee convenes on a regular and ad hoc basis to review such securities and considers a number of factors, including valuation methodologies and significant unobservable valuation inputs, when arriving at fair value. The Valuation Committee may employ a market-based approach which may use related or comparable assets or liabilities, recent transactions, market multiples, book values, and other relevant information for the investment to determine the fair value of the investment. An income-based valuation approach may also be used in which the anticipated future cash flows of the investment are discounted to calculate fair value. Discounts may also be applied due to the nature or duration of any restrictions on the disposition of the investments. Due to the inherent uncertainty of valuations of such investments, the fair values may differ significantly from the values that would have been used had an active market existed. The Valuation Committee employs various methods for calibrating these valuation approaches including a regular review of valuation methodologies, key inputs and assumptions, transactional back-testing or disposition analysis, and reviews of any related market activity.

**Fair Value Measurement:** Financial Accounting Standards Board (FASB) Accounting Standards Codification™ (ASC) 820, Fair Value Measurements and Disclosures (ASC 820), defines fair value as the value that the Fund would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market the

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most advantageous market for the investment or liability. ASC 820 establishes a three-tier hierarchy to distinguish between (1) inputs that reflect the assumptions market participants would use in valuing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (2) inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in valuing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the Fund's investments. The inputs are summarized in the three broad levels listed below.

- Level 1 unadjusted quoted prices in active markets for identical investments
  
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
  
- Level 3 significant unobservable inputs including the Fund's own assumptions in determining the fair value of investments. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, or the appropriate stock exchange (for exchange-traded securities), analysis of the issuer's financial statements or other available documents and, if necessary, available information concerning other securities in similar circumstances

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities and the determination of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each security.

The following is a summary of the inputs used to value the Fund's investments as of September 30, 2013.

Investment Type	Level 1 Unadjusted quoted prices (000)	Level 2 Other significant observable inputs (000)	Level 3 Significant unobservable inputs (000)	Total (000)
<b>Assets:</b>				
<b>Common Stocks</b>				
Automobiles	\$	\$ 50,268	\$	\$ 50,268
Beverages		21,626		21,626
Capital Markets		21,788		21,788
Commercial Banks		55,732		55,732
Construction & Engineering		20,903		20,903
Construction Materials		30,254		30,254
Electrical Equipment		7,931		7,931
Food & Staples Retailing		21,066		21,066
Health Care Providers & Services		12,797		12,797
Hotels, Restaurants & Leisure		9,588		9,588
Household Durables		25,488		25,488
Information Technology Services		12,998		12,998
Insurance		52,591		52,591
Internet Software & Services	7,472			7,472

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Media	8,955			8,955
Oil, Gas & Consumable Fuels		20,312		20,312
Pharmaceuticals	51,954			51,954
Real Estate Management & Development		25,880		25,880
Software		30,156		30,156
Specialty Retail		3,752		3,752
Textiles, Apparel & Luxury Goods		10,792		10,792
Transportation Infrastructure		14,973		14,973
<b>Total Common Stocks</b>	<b>68,381</b>	<b>448,895</b>		<b>517,276</b>
<b>Short-Term Investment - Investment Company</b>		77		77
<b>Total Assets</b>	<b>\$ 68,458</b>	<b>\$ 448,895</b>	<b>\$</b>	<b>\$ 517,353</b>

Transfers between investment levels may occur as the markets fluctuate and/or the availability of data used in an investment's valuation changes. The Fund recognizes transfers between the levels as of the end of the period. As of September 30, 2013, securities with a total value of approximately \$51,954,000 transferred from Level 2 to Level 1. At December 31, 2012, the fair value of certain securities were adjusted due to developments which occurred between the time of the close of the foreign markets on which they trade and the close of business on the NYSE which resulted in their Level 2 classification.

**Item 2. Controls and Procedures.**

(a) The Fund's principal executive officer and principal financial officer have concluded that the Fund's disclosure controls and procedures are sufficient to ensure that information required to be disclosed by the Fund in this Form N-Q was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, based upon such officers' evaluation of these controls and procedures as of a date within 90 days of the filing date of the report.

(b) There were no changes in the Fund's internal control over financial reporting that occurred during the registrant's fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Fund's internal control over financial reporting.

**Item 3. Exhibits.**

(a) A separate certification for each principal executive officer and principal financial officer of the registrant are attached hereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Morgan Stanley China A Share Fund, Inc.

/s/ John Gernon  
John Gernon  
Principal Executive Officer  
November 12, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ John Gernon  
John Gernon  
Principal Executive Officer  
November 12, 2013

/s/ Francis Smith  
Francis Smith  
Principal Financial Officer  
November 12, 2013

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