

IDERA PHARMACEUTICALS, INC.

Form S-8

August 06, 2015

As filed with the Securities and Exchange Commission on August 6, 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***

**Idera Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**167 Sidney Street**

**04-3072298**  
**(I.R.S. Employer**

**Identification No.)**

**02139**

**Cambridge, Massachusetts**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**2013 Stock Incentive Plan, as amended**

**(Full Title of the Plan)**

**Vincent J. Milano**

**President and Chief Executive Officer**

**Idera Pharmaceuticals, Inc.**

**167 Sidney Street**

**Cambridge, Massachusetts 02139**

**(Name and Address of Agent For Service)**

**(617) 679-5500**

**(Telephone Number, Including Area Code, of Agent For Service)**

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 ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price</b> | <b>Amount of<br/>Registration Fee</b> |
|-------------------------------------------------|--------------------------------------------|------------------------------------------------|--------------------------------------------------------------|---------------------------------------|
|                                                 |                                            | <b>Per Share</b>                               |                                                              |                                       |
| Common Stock, \$0.001 par value per share       | 6,226,438 shares (2)                       | \$3.42 (3)                                     | \$21,294,417.96 (3)                                          | \$2,475.00                            |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Consists of (i) 5,000,000 additional shares issuable under the Registrant's 2013 Stock Incentive Plan, as amended, and (ii) 1,226,438 shares subject to awards granted under the Registrant's 2005 Stock Incentive Plan which awards expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Registrant at their original issuance price pursuant to a contractual repurchase right.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Capital Market on July 30, 2015.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 6,226,438 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2013 Stock Incentive Plan, as amended (the "2013 Plan"). In accordance with General Instruction E to Form S-8, except for Item 5 "Interests of Named Experts and Counsel" and Item 8 "Exhibits," this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-191076, filed with the Securities and Exchange Commission (the "Commission") on September 10, 2013, and the Registration Statement on Form S-8, File No. 333-197062, filed with the Commission on June 27, 2014, each relating to the 2013 Plan.

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP has opined as to the legality of the securities being offered by this Registration Statement.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**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 Cambridge, Commonwealth of Massachusetts, on this 6th day of August, 2015.

IDERA PHARMACEUTICALS, INC.

By: /s/ VINCENT J. MILANO  
 Vincent J. Milano  
 President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Idera Pharmaceuticals, Inc., hereby severally constitute and appoint Vincent J. Milano and Louis J. Arcudi, III, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Idera Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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 dates indicated.

| <b>Signature</b>                                          | <b>Title</b>                                                                          | <b>Date</b>    |
|-----------------------------------------------------------|---------------------------------------------------------------------------------------|----------------|
| /s/ VINCENT J. MILANO<br><br>Vincent J. Milano            | President, Chief Executive Officer and Director<br>(Principal Executive Officer)      | August 6, 2015 |
| /s/ LOUIS J. ARCUDI, III<br><br>Louis J. Arcudi, III, MBA | Chief Financial Officer and Treasurer<br>(Principal Financial and Accounting Officer) | August 6, 2015 |
| /s/ JAMES A. GERAGHTY<br><br>James A. Geraghty            | Chairman of the Board of Directors                                                    | August 6, 2015 |
| /s/ SUDHIR AGRAWAL<br><br>Sudhir Agrawal, D. Phil.        | Director                                                                              | August 6, 2015 |
| /s/ JULIAN C. BAKER                                       | Director                                                                              | August 6, 2015 |

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Julian C. Baker

/s/ YOUSSEF EL ZEIN

Director

August 6, 2015

Youssef El Zein

/s/ MARK GOLDBERG

Director

August 6, 2015

Mark Goldberg, M.D.

/s/ KELVIN M. NEU

Director

August 6, 2015

Kelvin M. Neu, M.D.

/s/ WILLIAM S. REARDON

Director

August 6, 2015

William S. Reardon, CPA

Director

Eve E. Slater, M.D., F.A.C.C.

## EXHIBIT INDEX

| EXHIBIT<br>NUMBER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | DESCRIPTION                                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 4.1(1)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Specimen Certificate for shares of Common Stock, \$0.001 par value, of the Registrant         |
| 4.2(2)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Restated Certificate of Incorporation of the Registrant, as amended                           |
| 4.3(3)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Amended and Restated By-laws of the Registrant                                                |
| 5.1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant               |
| 23.1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Consent of Ernst & Young LLP                                                                  |
| 23.2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1 filed herewith) |
| 24.1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Power of Attorney (included on the signature page of this Registration Statement)             |
| 99.1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Idera Pharmaceuticals, Inc. 2013 Stock Incentive Plan, as amended                             |
| <p>(1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, dated December 8, 1995 (File No. 33-99024) and incorporated herein by reference.</p> <p>(2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q on August 6, 2015 (File No. 001-31918) and incorporated herein by reference.</p> <p>(3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, dated November 6, 1995, as amended (File No. 33-99024), and incorporated herein by reference.</p> |                                                                                               |