

ACHILLION PHARMACEUTICALS INC  
Form S-8  
March 14, 2008

As filed with the Securities and Exchange Commission on March 14, 2008

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Achillion Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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

or Organization)

**300 George Street**

**New Haven, Connecticut**  
(Address of Principal Executive Offices)

**52-2113479**  
(I.R.S. Employer

Identification No.)

**06511**  
(Zip Code)

**2006 Stock Incentive Plan**

(Full Title of the Plan)

**Michael D. Kishbauch**

**President and Chief Executive Officer**

**300 George Street**

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New Haven, Connecticut 06511

(Name and Address of Agent For Service)

203-624-7000

(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 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 smaller reporting company) Smaller reporting company

**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
Common Stock, \$0.001 par value per share	734,503	\$4.27(2)	\$3,136,328(2)	\$124

- (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) 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, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on March 13, 2008.

STATEMENT OF INCORPORATIONS BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 734,503 shares of the Registrant's common stock, \$.001 par value per share, to be issued under the Registrant's 2006 Stock Incentive Plan. This registration statement incorporates by reference the registration statements on Form S-8, File No. 333-138984 and 333-141661 (filed with the Securities and Exchange Commission on November 28, 2006 and March 29, 2007.)

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

Wilmer Cutler Pickering Hale and Dorr LLP ( WilmerHale ) has opined as to the legality of the securities being offered by this registration statement. Attorneys at WilmerHale, and certain related investment partnerships, own, in the aggregate, 4,916 shares of the registrant's common stock.

**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, 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 New Haven, Connecticut on this 14th day of March, 2008.

Achillion Pharmaceuticals, Inc.

By: /s/ Michael D. Kishbauch  
 Michael D. Kishbauch  
 President and Chief Executive Officer and Director  
 (Principal executive officer)

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Achillion, hereby severally constitute and appoint Michael D. Kishbauch and Mary Kay Fenton, 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 Achillion 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, 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/ Michael D. Kishbauch Michael D. Kishbauch	President and Chief Executive Officer and Director (Principal executive officer)	March 14, 2008
/s/ Mary Kay Fenton Mary Kay Fenton	Mary Kay Fenton Vice President and Chief Financial Officer (Principal financial and accounting officer)	March 14, 2008
/s/ James Garvey James Garvey	Director	March 14, 2008
/s/ Jason Fisherman, M.D. Jason Fisherman, M.D.	Director	March 14, 2008
/s/ Jean-Francois Formela Jean-Francois Formela	Director	March 14, 2008
/s/ Michael Grey Michael Grey	Director	March 14, 2008
/s/ David Scheer David Scheer	Director	March 14, 2008

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David Scheer

/s/ Robert Van Nostrand

Director

March 14, 2008

Robert Van Nostrand

/s/ David Wright

Director

March 14, 2008

David Wright

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**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP  (included in Exhibit 5)
23.2	Consent of PricewaterhouseCoopers, LLP