

IDERA PHARMACEUTICALS, INC.

Form S-8

September 29, 2006

Table of Contents

As filed with the Securities and Exchange Commission on September 29, 2006

Registration No. 333-_____

**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)

04-3072298
(I.R.S. Employer
Identification No.)

345 Vassar Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02139
(Zip Code)

2005 Stock Incentive Plan
(Full Title of the Plan)
Sudhir Agrawal, D. Phil.
Chief Executive Officer
Idera Pharmaceuticals, Inc.
345 Vassar Street
Cambridge, Massachusetts 02139
(Name and Address of Agent For Service)
(617) 679-5500

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

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 (including the associated Preferred Stock Purchase Rights)	500,000 shares	\$3.43(2)	\$1,715,000(2)	\$183.51

(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 American Stock Exchange on September 26, 2006.

TABLE OF CONTENTS

STATEMENT OF INCORPORATION BY REFERENCE

Item 5. Interests of Named Experts and Counsel.

Item 8. Exhibits.

SIGNATURES

INDEX TO EXHIBITS

EX-5.1 OPINION OF WILMER CUTLER PICKERING HALE AND DORR LLP

EX-23.1 CONSENT OF ERNST AND YOUNG LLP

Table of Contents

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 500,000 shares of the Registrant's common stock, \$0.001 par value per share, to be issued under the Registrant's 2005 Stock Incentive Plan. This Registration Statement incorporates by reference the contents of the registration statement on form S-8, File No. 333-126664, filed by the Registrant on July 18, 2005, relating to the Registrant's 2005 Stock Incentive 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.

Table of Contents**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 Cambridge, Massachusetts, on September 21, 2006.

Idera Pharmaceuticals, Inc.

By: /s/ Sudhir Agrawal
Sudhir Agrawal, D. Phil.
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Idera Pharmaceuticals, Inc., hereby severally constitute and appoint Sudhir Agrawal, Robert W. Karr and Robert G. Andersen 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ James B. Wyngaarden	Chairman of the Board of Directors	September 21, 2006
James B. Wyngaarden, M.D.		
/s/ Sudhir Agrawal	Chief Executive Officer, Chief Scientific Officer and Director (Principal Executive Officer)	September 21, 2006
Sudhir Agrawal, D. Phil		
/s/ Robert W. Karr	President and Director	September 21, 2006
Robert W. Karr, M.D.		
/s/ Robert G. Andersen	Chief Financial Officer, Vice President of Operations, Treasurer and Secretary (Principal Financial and Accounting Officer)	September 21, 2006
Robert G. Andersen		
/s/ Youssef El-Zein	Director	September 21, 2006
Youssef El-Zein		

Table of Contents

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ C. Keith Hartley	Director	September 21, 2006
C. Keith Hartley		
/s/ William S. Reardon	Director	September 21, 2006
William S. Reardon		
/s/ Alison Taunton-Rigby	Director	September 21, 2006
Alison Taunton-Rigby, Ph.D.		

Table of Contents

INDEX TO EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1 (1)	Restated Certificate of Incorporation of the Registrant, as amended.
4.2 (2)	Amended and Restated By-laws of the Registrant.
4.3 (3)	Rights Agreement dated December 10, 2001 between the Registrant and Mellon Investor Services LLC, as rights agent.
4.4 (4)	Amendment No. 1 to Rights Agreement dated as of August 27, 2003 between the Registrant and Mellon Investor Services LLC.
4.5 (5)	Amendment No. 2 to Rights Agreement dated as of March 24, 2006 between the Registrant and Mellon Investor Services LLC.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
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 (See signature page of this Registration Statement).
(1)	Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q, for the quarter ended June 30, 2006 (File No. 001-31918) and incorporated herein by reference.
(2)	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.

(3) Previously filed
with the
Securities and
Exchange
Commission as
an Exhibit to the
Registrant's
Registration
Statement on
Form S-2, dated
October 10, 2003
(File
No. 333-109630)
and incorporated
herein by
reference.

(4) Previously filed
with the
Securities and
Exchange
Commission as
an Exhibit to the
Registrant's
Current Report
on Form 8-K,
dated August 29,
2003 (File
No. 000-27352)
and incorporated
herein by
reference.

(5) Previously filed
with the
Securities and
Exchange
Commission as
an Exhibit to the

Registrant's
Current Report
on Form 8-K,
dated March 29,
2006 (File
No. 001-31918)
and incorporated
herein by
reference.