

INFINITY PHARMACEUTICALS, INC.

Form S-8

August 10, 2007

As filed with the Securities and Exchange Commission on August 10, 2007

Registration No. 333-\_\_\_\_\_

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

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**

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**Infinity Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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

**33-0655706**  
(I.R.S. Employer  
Identification No.)

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**780 Memorial Drive, Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

**Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan**

(Full Title of the Plan)

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Gerald E. Quirk, Esq.

**Vice President and General Counsel**

**Infinity Pharmaceuticals, Inc.**

**780 Memorial Drive, Cambridge, Massachusetts 02139**

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

**(617) 453-1000**

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

**with a copy to:**

**Steven D. Singer, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, MA 02109**

**(617) 526-6000**

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share (including associated Series A Junior Preferred Stock Purchase Rights)	780,929 shares(1)	\$10.69(2)	\$8,348,131.01(2)	\$256.29

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- (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) The fee was estimated in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares as reported on The Nasdaq Global Market on August 8, 2007.
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**PART I**

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 780,929 shares of Common Stock, \$0.001 par value per share, of Infinity Pharmaceuticals, Inc. (the Registrant) issuable under the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan)(the Plan). Pursuant to 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 (x) the registration statement on Form S-8, File No. 333-138248, filed by the Registrant on October 27, 2006 relating to the Plan and the Infinity Pharmaceuticals, Inc. Pre-Merger Stock Incentive Plan, as amended, (y) the registration statement on Form S-8, File No. 333-97173, filed by the Registrant on July 26, 2002 relating to the Plan and the Registrant's 2000 Employee Stock Purchase Plan and (z) the registration statement on Form S-8, File No. 333-44850, filed by the Registrant on August 30, 2000 relating to the Plan and the Registrant's 2000 Employee Stock Purchase Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**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. A partnership in which interests are owned directly and/or beneficially by partners and employees of WilmerHale owns 9,455 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 Cambridge, Massachusetts, on this 10th day of August, 2007.

**INFINITY PHARMACEUTICALS, INC.**

By: /s/ Steven H. Holtzman  
 Steven H. Holtzman  
 Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Infinity Pharmaceuticals, Inc., hereby severally constitute and appoint Steven H. Holtzman, Adelene Q. Perkins and Gerald E. Quirk, 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 Infinity 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/ Steven H. Holtzman	Chair and Chief Executive Officer (principal executive officer)	August 10, 2007
Steven H. Holtzman		
/s/ Adelene Q. Perkins	Executive Vice President and Chief Business Officer (principal financial officer)	August 10, 2007
Adelene Q. Perkins		
/s/ Christopher M. Lindblom	Controller and Assistant Treasurer (principal accounting officer)	August 10, 2007
Christopher M. Lindblom		

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/s/ D. Ronald Daniel	Director	
D. Ronald Daniel		July 26, 2007
/s/ Anthony B. Evnin	Director	
Anthony B. Evnin		August 10, 2007
/s/ Harry F. Hixson, Jr.	Director	
Harry F. Hixson, Jr.		August 10, 2007
/s/ Eric S. Lander	Director	
Eric S. Lander		July 31, 2007
/s/ Patrick Lee	Director	
Patrick Lee		August 3, 2007
/s/ Arnold J. Levine	Director	
Arnold J. Levine		August 10, 2007
/s/ Franklin Moss	Director	
Franklin Moss		July 26, 2007
/s/ Herm Rosenman	Director	
Herm Rosenman		August 10, 2007
/s/ Vicki L. Sato	Director	
Vicki L. Sato		August 10, 2007
/s/ James B. Tananbaum	Director	
James B. Tananbaum		July 26, 2007
/s/ Michael C. Venuti	Director	
		August 10, 2007

Michael C. Venuti

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1(1)	Restated Certificate of Incorporation of the Registrant dated May 30, 2007
4.2(2)	Bylaws of the Registrant
4.3(3)	Amendment to Bylaws of the Registrant adopted on September 12, 2006
4.4(1)	Amendment to Bylaws of the Registrant adopted on May 30, 2007
4.6(4)	Rights Agreement, dated as of February 13, 2003, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, which includes the form of Certificate of Designation for the Series A Junior Participating Preferred Stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights to Purchase Shares of Series A Preferred Stock as Exhibit C
4.7(5)	First Amendment to the Rights Agreement, dated April 11, 2006, between the Registrant and American Stock Transfer & Trust Company, as Rights Agent
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 5.1)
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm for the Registrant
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(6)	Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended

- 99.2 (3) Amendment No. 1 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended; Amendment No. 2 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended; Amendment No. 3 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended
- 99.3 (1) Amendment No. 4 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan, as amended (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended
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- (1) Previously filed on August 9, 2007 with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-31141) and incorporated herein by reference.
- (2) Previously filed on June 23, 2000 with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-36638) and incorporated herein by reference.
- (3) Previously filed on September 18, 2006 with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K (File No. 000-31141) and incorporated herein by reference.
- (4) Previously filed on February 24, 2003 with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K (File No. 000-31141) and incorporated herein by reference.
- (5) Previously filed on April 12, 2006 with the Securities and Exchange Commission as an Exhibit to the Registrant's Current Report on Form 8-K (File No. 000-31141) and incorporated herein by reference.
- (6) Previously filed on July 21, 2000 with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-36638) and incorporated herein by reference.