

ACADIA PHARMACEUTICALS INC

Form S-8

August 08, 2012

As filed with the Securities and Exchange Commission on August 8, 2012

Registration No. 333-

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

Washington, D.C. 20549

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

*UNDER*

*THE SECURITIES ACT OF 1933*

**ACADIA PHARMACEUTICALS INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**06-1376651**  
(I.R.S. Employer  
Identification No.)

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**3911 Sorrento Valley Boulevard**

**San Diego, CA 92121**

**(858) 558-2871**

(Address of Principal Executive Offices, Including Zip Code)

**ACADIA Pharmaceuticals Inc.**

**2004 EMPLOYEE STOCK PURCHASE PLAN**

(Full Title of the Plan)

**Uli Hacksell, Ph.D.**

**President and Chief Executive Officer**

**ACADIA Pharmaceuticals Inc.**

**3911 Sorrento Valley Boulevard**

**San Diego, CA 92121**

(Name and Address of Agent for Service)

**(858) 558-2871**

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

*Copies to:*

**Glenn F. Baity**

**Vice President, General Counsel & Secretary**

**ACADIA Pharmaceuticals Inc.**

**L. Kay Chandler, Esq.**

**Sean M. Clayton, Esq.**

**Cooley LLP**

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3911 Sorrento Valley Boulevard

4401 Eastgate Mall

San Diego, CA 92121

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(858) 558-2871

(858) 550-6000

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 Securities Exchange Act of 1934:

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Amount to Be Registered (1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price per Share (2)	Maximum Aggregate Offering Price (2)	
Common Stock issuable under the 2004 Employee Stock Purchase Plan (par value \$0.0001 per share)	150,000 shares(3)	\$1.55	\$232,500	\$27

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also registers any additional shares of the Registrant's common stock, par value \$0.0001 per share (the Common Stock), as may become issuable under the plan as a result of any stock split, stock dividend, recapitalization or similar event.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h)(1) and Rule 457(e) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on August 6, 2012, as reported on the Nasdaq Global Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Registrant's 2004 Employee Stock Purchase Plan (the 2004 ESPP) on June 8, 2012, pursuant to an evergreen provision contained in the 2004 ESPP. Pursuant to such provision, on the date of the Registrant's annual stockholders' meeting, the number of shares authorized for issuance under the 2004 ESPP is automatically increased by a number equal to the least of: one percent of the number of shares of Common Stock outstanding on the record date for the annual stockholders' meeting; 150,000 shares of Common Stock; or a lesser number of shares of Common Stock that may be determined by the Registrant's board of directors.

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**INCORPORATION BY REFERENCE OF CONTENTS OF**

**REGISTRATION STATEMENTS ON FORM S-8 NO. 333-168667 AND NO. 333-176212**

The contents of Registration Statements on Form S-8 No. 333-168667, as amended, and No. 333-176212 filed with the Securities and Exchange Commission on August 9, 2010 and August 10, 2011, respectively, are incorporated by reference herein.

**Item 8. Exhibits**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation. (1)
4.2	Amended and Restated Bylaws. (2)
4.3	Form of common stock certificate of the Registrant. (3)
5.1	Opinion of Cooley LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney is contained on the signature pages.
99.1	2004 Employee Stock Purchase Plan. (4)

- (1) Filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed August 10, 2011, and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed December 17, 2009, and incorporated herein by reference.
- (3) Filed as Exhibit 4.1 to Registration Statement on Form S-1 (File No. 333-52492), filed with the Commission on December 21, 2000, and incorporated herein by reference.
- (4) Filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-113137), filed with the Commission on May 19, 2004, and 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 San Diego, State of California, on August 8, 2012.

**ACADIA PHARMACEUTICALS INC.**

By: /s/ Uli Hacksell  
Uli Hacksell, Ph.D.  
President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints ULI HACKSELL, Ph.D. and THOMAS H. AASEN, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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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 date indicated.

Signature	Title	Date
/s/ Uli S. Hacksell ULI HACKSELL	President, Chief Executive Officer and Director  <i>(Principal Executive Officer)</i>	August 8, 2012
/s/ Thomas H. Aasen THOMAS H. AASEN	Executive Vice President, Chief Financial Officer,  Chief Business Officer and Treasurer  <i>(Principal Financial and Accounting Officer)</i>	August 8, 2012
/s/ Leslie L. Iversen LESLIE L. IVERSEN	Chairman of the Board	August 8, 2012
/s/ Michael T. Borer MICHAEL T. BORER	Director	August 8, 2012
/s/ Laura A. Brege LAURA A. BREGE	Director	August 8, 2012
/s/ Mary Ann Gray MARY ANN GRAY	Director	August 8, 2012
/s/ Lester J. Kaplan LESTER J. KAPLAN	Director	August 8, 2012
/s/ Torsten Rasmussen TORSTEN RASMUSSEN	Director	August 8, 2012
/s/ William M. Wells WILLIAM M. WELLS	Director	August 8, 2012

**EXHIBIT INDEX**

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