

Loxo Oncology, Inc.
Form S-8
August 09, 2018

As filed with the Securities and Exchange Commission on August 9, 2018

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LOXO ONCOLOGY, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

46-2996673
(I.R.S. Employer
Identification No.)

Loxo Oncology, Inc.

281 Tresser Boulevard, 9th Floor
Stamford, CT 06901

(Address of Principal Executive Offices) (Zip Code)

2014 Equity Incentive Plan

Non-Plan Stock Option Agreements (Inducement Stock Option Awards)

(Full Title of the Plan)

Joshua H. Bilenker, M.D.

President and Chief Executive Officer

**Loxo Oncology, Inc.
281 Tresser Boulevard, 9th Floor
Stamford, CT 06901**

(Name and Address of Agent for Service)

(203) 653-3880

(Telephone Number, including area code, of agent for service)

Copies to:

Robert A. Freedman, Esq.

Fenwick & West LLP

Silicon Valley Center

801 California Street

Mountain View, California 94041

(650) 988-8500

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer ☒ X

Accelerated filer ☐ O

Non-accelerated filer ☐ O

Smaller reporting company ☐ O

Emerging growth company ☐ O

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐ O

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (4)
Common Stock, \$0.0001 par value per share				
To be issued under the 2014 Equity Incentive Plan, as amended	1,500,000(1) \$	167.75 \$	251,625,000.00 \$	31,327.32
Non-Plan Stock Option Agreements (Inducement Stock Option Awards)	98,525(2) \$	167.75 \$	16,527,568.75 \$	2,057.69
Total	1,598,525	N/A \$	268,152,568.75 \$	33,385.01

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Registrant's 2014 Equity Incentive Plan, as amended (the "2014 EIP") in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that increases the number of the outstanding shares of the Registrant's Common Stock.

(2) Represents shares of the Registrant's common stock issuable pursuant to Non-Plan Stock Option Agreements (Inducement Stock Option Awards) to employees.

(3) Estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The proposed maximum offering price per share was computed by averaging the high and low prices of a share of Registrant's Common Stock as reported on The Nasdaq Global Select Market on August 3, 2018.

(4) Calculated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of computing the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on The Nasdaq Global Select Market on August 3, 2018.

STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement (the ***Registration Statement***) hereby incorporates by reference the contents of the earlier registration statements on Form S-8 (registration numbers 333-197800, 333-203081, 333-210214, 333-216503 and 333-223359) filed by Loxo Oncology, Inc.

II-1

PART II

Information Required in the Registration Statement

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Form	Incorporated by Reference File No.	Exhibit	Filing Date	Filed Herewith
5.1	<u>Opinion and Consent of Fenwick & West LLP.</u>					X
23.1	<u>Consent of Ernst & Young LLP, independent registered public accounting firm.</u>					X
23.2	<u>Consent of CohnReznick LLP, independent registered public accounting firm.</u>					X
23.3	<u>Consent of Fenwick & West LLP (contained in Exhibit 5.1).</u>					X
24.1	<u>Power of Attorney (incorporated by reference to Page II-3 of this Registration Statement).</u>					X
99.1	<u>2014 Equity Incentive Plan, as amended April 23, 2018 and forms of award agreements.</u>	10-Q	001-36562	10.1	8/9/18	
99.2	<u>Non-Plan Stock Option Agreement (Inducement Stock Option Award).</u>	10-Q	001-36562	10.2	8/9/18	

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 the City of Stamford, State of Connecticut, on this 9th day of August, 2018.

Loxo Oncology, Inc.

By: /s/ Joshua H. Bilenker, M.D.
Joshua H. Bilenker, M.D.
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Loxo Oncology, Inc., a Delaware corporation, do hereby constitute and appoint Joshua H. Bilenker, M.D., President, Chief Executive Officer and Director and Jennifer Burstein, Senior Vice President of Finance, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Joshua H. Bilenker, M.D. Joshua H. Bilenker, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	August 9, 2018

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/s/ Jennifer Burstein Jennifer Burstein	Senior Vice President of Finance (Principal Financial Officer and Principal Accounting Officer)	August 9, 2018
/s/ Steven A. Elms Steven A. Elms	Director	August 9, 2018
/s/ Keith T. Flaherty, M.D. Keith T. Flaherty, M.D.	Director	August 9, 2018
/s/ Alan Fuhrman Alan Fuhrman	Director	August 9, 2018
/s/ Steve D. Harr, M.D. Steve Harr, M.D.	Director	August 9, 2018
/s/ Lori Kunkel, M.D. Lori Kunkel, M.D.	Director	August 9, 2018
/s/ Timothy Mayleben Timothy Mayleben	Director	August 9, 2018
/s/ Avi Z. Naider Avi Z. Naider	Director	August 9, 2018