

HALOZYME THERAPEUTICS INC  
Form S-8  
May 10, 2018

As filed with the Securities and Exchange Commission on May 10, 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  
HALOZYME THERAPEUTICS, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware 88-0488686  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

11388 Sorrento Valley Road, San Diego, CA 92121  
(Address of Principal Executive Offices, including zip code)  
HALOZYME THERAPEUTICS, INC. AMENDED AND RESTATED 2011 STOCK PLAN  
(Full Title of the Plan)

Harry J. Leonhardt  
Senior Vice President, General Counsel  
and Chief Compliance Officer  
11388 Sorrento Valley Road  
San Diego, CA 92121  
(Name and Address of Agent For Service, including zip code)

(858) 794-8889  
(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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

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

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.

## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock \$0.001 par value per share, to be issued pursuant to the Amended and Restated 2011 Stock Plan	8,200,000	\$19.29	\$158,178,000	\$19,694

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement includes such indeterminable number of additional shares as may be issued as a result of an adjustment to the shares by reason of a stock split, stock dividend or similar capital adjustment, as required by the Amended and Restated Halozyme Therapeutics, Inc. 2011 Stock Plan.

(2) This estimate is computed in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee, and is based on the average of the high and low prices of the Registrant's common stock on May 4, 2018, as reported on the NASDAQ Global Select Market.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

On May 6, 2011, Halozyme Therapeutics, Inc., a Delaware corporation (the “Company”), registered 6,000,000 shares of its common stock, par value \$0.001 per share, to be offered and sold to participants under the Company’s 2011 Stock Plan, as amended from time to time (the “Plan”) pursuant to the Registration Statement on Form S-8 (File No. 333-174013) (the “Initial Registration Statement”). The Plan was amended by the Company’s stockholders on May 16, 2013, to increase the number of shares available for issuance under the Plan by 6,500,000 shares of common stock and the additional shares were registered on May 31, 2013 pursuant to the Registration Statement on Form S-8 (File No. 333-188997). The Plan was further amended by the Company’s stockholders on May 6, 2015, to increase the number of shares available for issuance under the Plan by 7,000,000 shares of common stock and the additional shares were registered on August 10, 2015 pursuant to the Registration Statement on Form S-8 (File No. 333-206279). The Plan was further amended by the Company’s stockholders on May 4, 2016, to increase the number of shares available for issuance under the Plan by 6,500,000 shares of common stock and the additional shares were registered on May 9, 2016 pursuant to the Registration Statement on Form S-8 (File No. 333-211244). The Plan was further amended by the Company’s stockholders on May 2, 2018, to increase the number of shares available for issuance under the Plan by 8,200,000 shares of common stock. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 (Registration of Additional Securities) to register such additional 8,200,000 shares of common stock which may be offered or sold to participants under the Plan.

In accordance with General Instruction E to Form S-8, the contents of the Initial Registration Statement are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The Company hereby incorporates by reference in this Registration Statement the following documents:

a. The Company’s latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), containing audited financial statements for the Company’s fiscal year ended December 31, 2017, as filed with the Commission on February 20, 2018.

b. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above.

c. The description of the Company’s Common Stock contained in the Company’s registration statements filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Notwithstanding the foregoing, the Company is not incorporating by reference any documents, portions of documents, exhibits or other information that is deemed to have been furnished to, rather than filed with, the Commission.

Item 8. Exhibits

Exhibit No. Description

<u>4.1(1)</u>	Composite Certificate of Incorporation
<u>4.2(2)</u>	Bylaws, as amended
<u>5.1</u>	Opinion of DLA Piper LLP (US)
<u>23.1</u>	Consent of DLA Piper LLP (US) (filed as part of Exhibit 5.1)
<u>23.2</u>	Consent of Independent Registered Public Accounting Firm
<u>24.1</u>	Power of Attorney (included on the signature page to this registration statement)
<u>99.1(3)</u>	Halozyme Therapeutics, Inc. Amended and Restated 2011 Stock Plan

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- (1) Incorporated by reference to the Registrant's Quarterly Report on Form 10-Q, filed August 7, 2013.  
(2) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed December 19, 2016.  
(3) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed April 6, 2018.
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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 San Diego, California, on this 10th day of May, 2018.

HALOZYME

THERAPEUTICS, INC.

By: /s/ Helen  
I. Torley,  
M.B.  
Ch.B.,  
M.R.C.P.  
Helen I.  
Torley,  
M.B.  
Ch.B.,  
M.R.C.P.  
President  
and Chief  
Executive  
Officer

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Helen I. Torley, Laurie D. Stelzer, and Harry J. Leonhardt and each of them, as his or her true and lawful attorneys-in-fact and agents, 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 on Form S-8, 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 that all said attorneys-in-fact and agents, or any of them or their or his substitute or substituted, may lawfully do or cause to be done by virtue thereof.

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.

Signature	Title(s)	Date
/s/ Helen I. Torley, M.B. Ch.B., M.R.C.P. Helen I. Torley, M.B. Ch.B., M.R.C.P.	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 10, 2018
/s/ Laurie Stelzer  Laurie Stelzer	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 10, 2018
/s/ Connie L. Matsui	Chairman of the Board of Directors	May 10, 2018

Connie L. Matsui

/s/ Jean-Pierre Bizzari, M.D.

Director

May 10,  
2018

Jean-Pierre Bizzari, M.D.

/s/ James M. Daly

Director

May 10,  
2018

James M. Daly

/s/ Jeffrey W. Henderson

Director

May 10,  
2018

Jeffrey W. Henderson

/s/ Kenneth J. Kelley

Director

May 10,  
2018

Kenneth J. Kelley

/s/ Mathew L. Posard

Director

May 10,  
2018

Matthew L. Posard