

Karyopharm Therapeutics Inc.  
Form S-8  
March 15, 2016

As filed with the Securities and Exchange Commission on March 15, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Karyopharm Therapeutics Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**85 Wells Avenue, 2nd Floor**

**Newton, MA**

**26-3931704**  
**(I.R.S. Employer**  
**Identification No.)**

**02459**

(Address of Principal Executive Offices)

(Zip Code)

**2013 Stock Incentive Plan**

**2013 Employee Stock Purchase Plan**

(Full title of the plan)

**Michael G. Kauffman**

**Chief Executive Officer**

**Karyopharm Therapeutics Inc.**

**85 Wells Avenue, 2nd Floor**

**Newton, MA 02459**

(Name and address of agent for service)

**(617) 658-0600**

(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 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>to be Registered</b>	<b>Registered(1)</b>	<b>Per Share</b>	<b>Offering Price</b>	<b>Registration Fee</b>
Common Stock, \$0.0001 par value per share	1,761,597 shares(2)	\$7.59(3)	\$13,370,522(3)	\$1,347

- (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) Consists of (i) 1,434,490 shares issuable under the 2013 Stock Incentive Plan and (ii) 327,107 shares issuable under the 2013 Employee Stock Purchase Plan.
- (3) 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 NASDAQ Global Select Market on March 9, 2016.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is being filed to register (a) an additional 1,434,490 shares of Common Stock, \$0.0001 par value per share, of Karyopharm Therapeutics Inc. (the Registrant ) issuable under the Registrant s 2013 Stock Incentive Plan (the 2013 Plan ) and (b) an additional 327,107 shares of Common Stock issuable under the Registrant s 2013 Employee Stock Purchase Plan (together with the 2013 Plan, the Plans ). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of Registration Statement on Form S-8, File No. 333-194746, filed by the Registrant with the Securities and Exchange Commission (the SEC ) on March 21, 2014 relating to the Plans and the Registration Statement on Form S-8, File No. 333-202742, filed by the Registrant with the SEC on March 13, 2015 relating to the 2013 Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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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 the City of Newton, Commonwealth of Massachusetts, on this 15<sup>th</sup> day of March, 2016.

**KARYOPHARM THERAPEUTICS INC.**

By: /s/ Michael G. Kauffman  
 Name: Michael G. Kauffman, M.D., Ph.D.  
 Title: Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Karyopharm Therapeutics Inc., hereby severally constitute and appoint Michael G. Kauffman and Justin A. Renz, 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 Karyopharm Therapeutics 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/ Michael G. Kauffman Michael G. Kauffman, M.D., Ph.D.	Chief Executive Officer and Director (principal executive officer)	March 15, 2016
/s/ Justin A. Renz Justin A. Renz	Executive Vice President and Chief Financial Officer (principal financial and accounting officer)	March 15, 2016
/s/ Garen G. Bohlin Garen G. Bohlin	Director	March 15, 2016
/s/ Mikael Dolsten Mikael Dolsten, M.D., Ph.D.	Director	March 15, 2016
/s/ J. Scott Garland	Director	March 15, 2016

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J. Scott Garland

/s/ Barry E. Greene

Director

March 15, 2016

Barry E. Greene

/s/ Deepa R. Pakianathan

Director

March 15, 2016

Deepa R. Pakianathan, Ph.D.

/s/ Mansoor Raza Mirza

Director

March 15, 2016

Mansoor Raza Mirza, M.D.

/s/ Kenneth E. Weg

Director

March 15, 2016

Kenneth E. Weg

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
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 RSM US LLP
23.3	Consent of Ernst & Young LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	2013 Stock Incentive Plan
99.2(4)	2013 Employee Stock Purchase Plan
(1)	Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
(2)	Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
(3)	Previously filed with the Securities and Exchange Commission as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission on October 28, 2013 and incorporated herein by reference.
(4)	Previously filed with the Securities and Exchange Commission as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission on October 28, 2013 and incorporated herein by reference.