

INFINITY PHARMACEUTICALS, INC.

Form S-8

June 08, 2012

As filed with the Securities and Exchange Commission on June 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*

**Infinity Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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

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

**780 Memorial Drive**

**Cambridge, Massachusetts**  
**(Address of Principal Executive Offices)**

**02139**  
**(Zip Code)**

**Infinity Pharmaceuticals, Inc. 2010 Stock Incentive Plan**

**(Full Title of the Plan)**

**Gerald E. Quirk, Esq.**

**Vice President, Corporate Affairs 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 copies to:*

**Steven D. Singer, Esq. and Cynthia T. Mazareas, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, MA 02109**

**(617) 526-6000**

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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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 to be Registered</b>	<b>Amount to be Registered(1)</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 the associated Series A Junior Preferred Stock Purchase Rights)	3,000,000 shares	\$12.08(2)	\$36,240,000(2)	\$4,153.10

- (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) 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 June 6, 2012.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 3,000,000 shares of Common Stock of Infinity Pharmaceuticals, Inc. (the Registrant) issuable under the 2010 Stock Incentive Plan, as amended (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 the registration statement on Form S-8, File No. 333-167488, filed by the Registrant on June 14, 2010 relating to the Plan and the Registrant's 2000 Stock Incentive 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 8<sup>th</sup> day of June, 2012.

**INFINITY PHARMACEUTICALS, INC.**

By: /s/ Adelene Q. Perkins  
Adelene Q. Perkins  
President and Chief Executive Officer

*(Principal Executive Officer and*

*Principal Financial Officer)*

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**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Infinity Pharmaceuticals, Inc., hereby severally constitute and appoint Adelene Q. Perkins, Gerald E. Quirk and Christopher M. Lindblom 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.

Signature	Title	Date
/s/ Adelene Q. Perkins  Adelene Q. Perkins	President, Chief Executive Officer and Director  <i>(Principal Executive Officer and Principal Financial Officer)</i>	June 5, 2012
/s/ Christopher M. Lindblom  Christopher M. Lindblom	Vice President, Accounting and Financial Planning; Assistant Treasurer  <i>(Principal Accounting Officer)</i>	June 8, 2012
/s/ Steven H. Holtzman  Steven H. Holtzman	Chair of the Board of Directors	June 8, 2012
/s/ Martin Babler  Martin Babler	Director	June 8, 2012
/s/ Anthony B. Evnin, Ph.D.  Anthony B. Evnin, Ph.D.	Director	June 8, 2012
/s/ Gwen A. Fyfe, M.D.  Gwen A. Fyfe, M.D.	Director	June 5, 2012
/s/ Eric S. Lander, Ph.D.  Eric S. Lander, Ph.D.	Director	June 7, 2012
/s/ Patrick P. Lee  Patrick P. Lee	Director	June 7, 2012
/s/ Thomas J. Lynch, Jr., M.D.  Thomas J. Lynch, Jr., M.D.	Director	June 6, 2012

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/s/ Norman C. Selby	Director	June 7, 2012
Norman C. Selby		
/s/ Ian F. Smith	Director	June 8, 2012
Ian F. Smith		
/s/ Michael C. Venuti, Ph.D.	Director	June 8, 2012
Michael C. Venuti, Ph.D.		

**INDEX TO EXHIBITS**

Number	Description
4.1	Restated Certificate of Incorporation of the Registrant dated May 30, 2007. Previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 000-31141) and incorporated herein by reference.
4.2	Amended and Restated Bylaws of the Registrant. Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 17, 2009 (File No. 000-31141) and incorporated herein by reference.
4.3	Rights Agreement between the Registrant and American Stock Transfer & Trust Company dated February 13, 2003, 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 Series A junior participating preferred stock as Exhibit C. Previously filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on February 24, 2003 (File No. 000-31141) and incorporated herein by reference.
4.4	First Amendment to the Rights Agreement between the Registrant and American Stock Transfer & Trust Company dated April 11, 2006. Previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 12, 2006 (File No. 000-31141) and incorporated herein by reference.
4.5	Second Amendment to the Rights Agreement between the Registrant and American Stock Transfer & Trust Company, LLC dated November 19, 2008. Previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on November 20, 2008 (File No. 000-31141) and incorporated herein by reference.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant. Filed herewith.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1). Filed herewith.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm to the Registrant. Filed herewith.
24.1	Power of attorney (included on the signature pages of this registration statement).
99.1	Infinity Pharmaceuticals, Inc. 2010 Stock Incentive Plan. Previously filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 28, 2010 (File No. 000-31141) and incorporated herein by reference.
99.2	Amendment No. 1 to the 2010 Stock Incentive Plan. Previously filed as Exhibit 99.2 to the Registrant's Current Report on Form 8-K filed on December 14, 2010 (File No. 000-31141) and incorporated herein by reference.
99.3	Amendment No. 2 to the 2010 Stock Incentive Plan. Previously filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed on May 18, 2012 (File No. 000-31141) and incorporated herein by reference.