

ACADIA PHARMACEUTICALS INC

Form S-8

September 22, 2006

As filed with the Securities and Exchange Commission on September 22, 2006

Registration No. 333- _____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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.)

3911 Sorrento Valley Boulevard

San Diego, CA 92121

(858) 558-2871

(Address of Principal Executive Offices)

ACADIA Pharmaceuticals Inc.

2004 EQUITY INCENTIVE PLAN

2004 EMPLOYEE STOCK PURCHASE PLAN

(Full Titles of the Plans)

Uli Hacksell, Ph.D.

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
General Counsel
ACADIA Pharmaceuticals Inc.
3911 Sorrento Valley Boulevard
San Diego, CA 92121
(858) 558-2871

D. Bradley Peck, Esq.
Cooley Godward LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount | Proposed Maximum | Proposed Maximum | Amount of |
|--|-------------------|--------------------------|--------------------|------------------|
| | to be | Offering Price per Share | Aggregate | |
| | Registered (1) | (2) | Offering Price (2) | Registration Fee |
| Common Stock issuable under the 2004 Equity Incentive Plan (par value \$0.0001 per share) | 731,815 shares(3) | \$ 8.19 | \$ 5,993,565 | \$ 641 |
| Common Stock issuable under the 2004 Employee Stock Purchase Plan (par value \$0.0001 per share) | 150,000 shares(4) | \$ 8.19 | \$ 1,228,500 | \$ 132 |
| Total | 881,815 shares | N/A | \$ 7,222,065 | \$ 773 |

- (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 plans 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) 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 September 21, 2006, 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 Equity Incentive Plan (the 2004 EIP) on June 13, 2006, pursuant to an evergreen provision contained in the 2004 EIP. Pursuant to such provision, on the date of the Registrant's annual stockholders' meeting, the number of shares authorized for issuance under the 2004 EIP is automatically increased by a number equal to the least of: three percent of the number of shares of Common Stock outstanding on the record date for the annual stockholders' meeting, 750,000 shares of Common Stock; or a lesser number of shares of Common Stock that may be determined by the Registrant's board of directors.
 - (4) 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 13, 2006, 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. 333-115956 AND NO. 333-128290**

The contents of Registration Statements on Form S-8 No. 333-115956 and No. 333-128290 filed with the Securities and Exchange Commission on May 27, 2004 and September 13, 2005, respectively, are incorporated by reference herein.

EXHIBITS

Exhibit

| Number | Description |
|---------------|--|
| 4.1 | Registrant s Amended and Restated Certificate of Incorporation (1) |
| 4.2 | Registrant s Amended and Restated Bylaws, as currently in effect (1) |
| 4.3 | Form of Registrant s common stock certificate (2) |
| 5.1 | Opinion of Cooley Godward LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm |
| 23.2 | Consent of Cooley Godward LLP. Reference is made to Exhibit 5.1 |
| 24 | Power of Attorney is contained on the signature pages. |
| 99.1 | 2004 Equity Incentive Plan (1) |
| 99.2 | 2004 Employee Stock Purchase Plan (1) |

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- (1) Filed as an exhibit to the Registrant s Registration Statement on Form S-1, as amended (File No. 333-113137), and incorporated herein by reference.
- (2) Filed as an exhibit to the Registrant s Registration Statement on Form S-1, as amended (File No. 333-52492), 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 September 22, 2006.

ACADIA PHARMACEUTICALS INC.

By: /s/ Uli Hacksell
Uli Hacksell, Ph.D.
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.

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 HACKSELL ULI HACKSELL | Chief Executive Officer and Director (<i>Principal Executive Officer</i>) | September 22, 2006 |
| /s/ THOMAS H. AASEN THOMAS H. AASEN | Vice President, Chief Financial Officer, Secretary and Treasurer (<i>Principal Financial and Accounting Officer</i>) | September 22, 2006 |
| /s/ MARK R. BRANN MARK R. BRANN | President, Chief Scientific Officer and Director | September 22, 2006 |
| /s/ LESLIE L. IVERSEN LESLIE L. IVERSEN | Chairman of the Board | September 22, 2006 |
| /s/ GORDON BINDER GORDON BINDER | Director | September 22, 2006 |
| /s/ MICHAEL T. BORER MICHAEL T. BORER | Director | September 22, 2006 |
| /s/ MARY ANN GRAY MARY ANN GRAY | Director | September 22, 2006 |
| /s/ LESTER J. KAPLAN LESTER J. KAPLAN | Director | September 22, 2006 |
| /s/ TORSTEN RASMUSSEN TORSTEN RASMUSSEN | Director | September 22, 2006 |

/s/ ALAN G. WALTON
ALAN G. WALTON

Director

September 22, 2006

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