

ENDOCYTE INC
Form S-8 POS
March 16, 2015

As filed with the Securities and Exchange Commission on March 16, 2015

Registration No. 333-172121

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

Post-effective amendment no. 2

to

Form S-8

registration statement

UNDER THE

SECURITIES ACT OF 1933

ENDOCYTE, INC.

(Exact name of registrant as specified in its charter)

Delaware **35-1969-140**
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

3000 Kent Avenue, Suite A1-100

West Lafayette, IN 47906

(Address of Principal Executive Offices) (Zip Code)

ENDOCYTE, INC. 1997 STOCK PLAN

ENDOCYTE, INC. 2007 STOCK PLAN

(Full title of the plan)

P. Ron Ellis

President and Chief Executive Officer

Endocyte, Inc.

3000 Kent Avenue, Suite A1-100

West Lafayette, IN 47906

(Name and address of agent for service)

(765) 463-7175

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

Copy to:

Christine G. Long

Faegre Baker Daniels LLP

600 East 96th Street, Suite 600

Indianapolis, Indiana 46240

(317) 569-9600

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. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller Reporting Company

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(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Endocyte, Inc. (the "Registrant") has filed this Post-Effective Amendment No. 2 to Form S-8 Registration Statement (this "Post-Effective Amendment") to deregister certain securities issuable under the Endocyte, Inc. 1997 Stock Plan (the "1997 Plan") and the Endocyte, Inc. 2007 Stock Plan (the "2007 Plan"), which were originally registered by the Registrant on a Registration Statement on Form S-8 (File No. 333-172121) filed with the Securities and Exchange Commission (the "Commission") and becoming effective on February 9, 2011, as amended by the Post-Effective Amendment No. 1 thereto filed on August 9, 2013 (the "Initial Registration Statement").

The Registrant has in effect the Endocyte, Inc. 2010 Equity Incentive Plan (the "2010 EIP"). The 2010 EIP provides, among other things, that any shares of the Registrant's Common Stock, par value \$0.001 per share (the "Common Stock") subject to outstanding awards under the 1997 Plan and the 2007 Plan that expire, terminate, are forfeited or are repurchased are available for issuance under the 2010 EIP, subject to certain limitations.

As of February 28, 2015, the total number of shares of Common Stock registered under the Initial Registration Statement and subject to awards that have expired, have terminated, were forfeited or were repurchased under the 1997 Plan and not yet registered under the 2010 EIP, was 1,125 (the "Newly Available 1997 Plan Shares"). These Newly Available 1997 Plan Shares are no longer available for new awards under the 1997 Plan and will not be issued under the 1997 Plan.

As of February 28, 2015, the total number of shares of Common Stock registered under the Initial Registration Statement and subject to awards that have expired, have terminated, were forfeited or were repurchased under the 2007 Plan and not yet registered under the 2010 EIP, was 5,519 (the "Newly Available 2007 Plan Shares"). These Newly Available 2007 Plan Shares are no longer available for new awards under the 2007 Plan and will not be issued under the 2007 Plan.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to register the Newly Available 1997 Plan Shares, the Newly Available 2007 Plan Shares and certain other newly available shares for issuance under the 2010 EIP. This Post-Effective Amendment is hereby filed (i) to reflect that, following the date hereof, the Newly Available 1997 Plan Shares may not be issued under the 1997 Plan and to deregister the Newly Available 1997 Plan Shares under the Initial Registration Statement; and (ii) to reflect that, following the date hereof, the Newly Available 2007 Plan Shares may not be issued under the 2007 Plan and to deregister the Newly Available 2007 Plan Shares under the Initial Registration Statement.

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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Lafayette, State of Indiana, on March 16, 2015.

ENDOCYTE, INC.

By: /s/ P. Ron Ellis
 P. Ron Ellis
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|----------------|
| /s/ P. Ron Ellis P. Ron Ellis | Director, President and Chief Executive Officer (Principal Executive Officer) | March 16, 2015 |
| /s/ Michael A. Sherman Michael A. Sherman | Chief Operating Officer and Chief Financial Officer (Principal Financial Officer) | March 16, 2015 |
| /s/ Beth A. Taylor Beth A. Taylor | Corporate Controller (Principal Accounting Officer) | March 16, 2015 |
| * John C. Aplin | Chairman of the Board of Directors | March 16, 2015 |
| * Philip S. Low | Director and Chief Science Officer | March 16, 2015 |

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|------------------------|----------|----------------|
| * Keith E. Brauer | Director | March 16, 2015 |
| Colin Goddard | Director | |
| * Ann F. Hanham | Director | March 16, 2015 |
| Marc D. Kozin | Director | |
| Peter D. Meldrum | Director | |
| * Fred A. Middleton | Director | March 16, 2015 |
| Lesley Russell | Director | |

* This Post-Effective Amendment has been signed by the undersigned attorney-in-fact on behalf of each person so indicated pursuant to powers of attorney previously filed with the Commission.

/s/ P. Ron Ellis
P. Ron Ellis, Attorney-in-Fact