

INOVIO PHARMACEUTICALS, INC.

Form S-8

May 18, 2010

As filed with the Securities and Exchange Commission on May 17, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER THE*  
*SECURITIES ACT OF 1933*

**INOVIO PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**33-0969592**  
(IRS Employer  
Identification No.)

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**1787 Sentry Parkway West**

**Building 18, Suite 400**

**Blue Bell, Pennsylvania 19422**

**(267) 440-4200**

(Address of Principal Executive Offices and Zip Code)

**2007 OMNIBUS INCENTIVE PLAN**

(Full Title of the Plan)

**J. Joseph Kim, Ph.D., President and Chief Executive Officer**

**Inovio Pharmaceuticals, Inc.**

**1787 Sentry Parkway West**

**Building 18, Suite 400**

**Blue Bell, Pennsylvania 19422**

**(267) 440-4200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to*

**Steven G. Rowles, Esq.**

**J. Nathan Jensen, Esq.**

**Morrison & Foerster LLP**

**12531 High Bluff Drive, Suite 100**

**San Diego, California 92130**

**Telephone: (858) 720-5100**

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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 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  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

|   | <b>Proposed<br/>maximum<br/>Amount to be<br/>registered (1)</b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share(3)</b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price</b> | <b>Amount of<br/>registration fee</b> |
|---|---|---|--|---------------------------------------|
| <b>Title of securities to be registered</b> | <b>registered (1)</b>   | <b>per share(3)</b>   | <b>offering price</b>  | <b>registration fee</b>               |
| Common Stock, par value \$0.001 per share   | 2,000,000 (2)   | \$1.28  | \$2,560,000  | \$183                                 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional securities that may be offered or issued in connection with any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the outstanding number of shares of Common Stock.
- (2) Represents 2,000,000 additional shares of Common Stock authorized to be issued under the registrant's 2007 Omnibus Incentive Plan (the 2007 Plan). Shares available for issuance under the 2007 Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 2007 (Registration No. 333-142938).
- (3) This estimate is made pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The fee is calculated on the basis of the average of the high and low sale prices for the registrant's Common Stock as reported on the NYSE Amex on May 11, 2010.

**INTRODUCTORY NOTE**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8 this registration statement hereby incorporates by reference the contents of the registration statements on Form S-8 filed by the Registrant on May 14, 2007, May 9, 2008 and August 26, 2009 with respect to the Registrant's 2007 Omnibus Incentive Plan (Registration Nos. 333-142938, 333-150769 and 333-161559, respectively).

**Item 8. Exhibits.**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 5.1        | Opinion of Morrison & Foerster LLP  |
| 23.1       | Consent of Independent Registered Public Accounting Firm                          |
| 23.2       | Consent of Morrison & Foerster LLP (contained in Exhibit 5.1)                     |
| 24.1       | Power of Attorney (included on the signature page of this 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Blue Bell, State of Pennsylvania, on May 17, 2010.

**INOVIO PHARMACEUTICALS, INC.**

By: */s/* J. JOSEPH KIM  
**J. Joseph Kim, Ph.D.**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, J. Joseph Kim and Peter Kies as his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 17, 2010.

| <b>Signature</b>                                       | <b>Title</b>   |
|--|--|
| <i>/s/</i> AVTAR DHILLON<br><b>Avtar Dhillon</b>       | Executive Chairman   |
| <i>/s/</i> J. JOSEPH KIM<br><b>J. Joseph Kim</b>       | President, Chief Executive Officer and Director<br><br>(Principal Executive Officer) |
| <i>/s/</i> PETER KIES<br><b>Peter Kies</b>             | Chief Financial Officer<br><br>(Principal Financial and Accounting Officer)          |
| <i>/s/</i> SIMON BENITO<br><b>Simon Benito</b>         | Director   |
| <i>/s/</i> MORTON COLLINS<br><b>Morton Collins</b>     | Director   |
| <i>/s/</i> DAVID WILLIAMS<br><br><b>David Williams</b> | Director   |
| <i>/s/</i> KEITH WELLS<br><br><b>Keith Wells</b>       | Director   |

**EXHIBIT INDEX**

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