

Ophthotech Corp.

Form S-8

August 03, 2017

As filed with the Securities and Exchange Commission on August 3, 2017

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

OPHTHOTECH CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware 20-8185347
 (State or Other Jurisdiction of Incorporation (I.R.S. Employer
 or Organization) Identification No.)

One Penn Plaza, 19th Floor 10119
 New York, New York
 (Address of Principal Executive Offices) (Zip Code)

2013 Stock Incentive Plan
 (Full Title of the Plan)

Glenn P. Sblendorio
 President and Chief Executive Officer
 Ophthotech Corporation
 One Penn Plaza, 19th Floor
 New York, New York 10119

(Name and Address of Agent for Service)
 (212) 845-8200

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,429,394 shares	\$ 2.39(2)	\$ 3,416,252(2)	\$ 396

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In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be
(1) 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.

Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities
(2) Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$2.39, the
average of the high and low sale prices of the Registrant's Common Stock as reported on The NASDAQ Global
Select Market on July 31, 2017, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2013 Stock Incentive Plan of Ophthotech Corporation (the “Registrant”), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement hereby incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-191767, filed with the Securities and Exchange Commission on October 16, 2013 by the Registrant, relating to the Registrant’s Amended and Restated 2007 Stock Incentive Plan, as amended, and 2013 Stock Incentive Plan; (ii) the Registration Statement on Form S-8, File No. 333-193694, filed with the Securities and Exchange Commission on January 31, 2014 by the Registrant, relating to the Registrant’s 2013 Stock Incentive Plan; (iii) the Registration Statement on Form S-8, File No. 333-202438, filed with the Securities and Exchange Commission on March 2, 2015 by the Registrant, relating to the Registrant’s 2013 Stock Incentive Plan and certain inducement grants; and (iv) the Registration Statement on Form S-8, File No. 333-208893, filed with the Securities and Exchange Commission on January 6, 2016 by the Registrant, relating to the Registrant’s 2013 Stock Incentive Plan and certain inducement grants, in each case except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is 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 New York, State of New York, on this 3rd day of August, 2017.

OPHTHOTECH CORPORATION

By: /s/ Glenn P. Sblendorio
 Glenn P. Sblendorio
 President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Ophthotech Corporation, hereby severally constitute and appoint Glenn P. Sblendorio, David F. Carroll and Barbara A. Wood, 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 Ophthotech Corporation 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/ Glenn P. Sblendorio Glenn P. Sblendorio	President, Chief Executive Officer and Director (principal executive officer)	August 3, 2017
/s/ David F. Carroll David F. Carroll	Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer)	August 3, 2017
/s/ David R. Guyer David R. Guyer, M.D.	Executive Chairman of the Board of Directors	August 3, 2017
Axel Bolte	Director	
/s/ Thomas Dyrberg Thomas Dyrberg, M.D., D.M.Sc.	Director	August 3, 2017
/s/ David E. Redlick David E. Redlick	Director	August 3, 2017

/s/ Michael Ross

Director

August 3,
2017

Michael Ross, Ph.D.

INDEX TO EXHIBITS

Number Description

- 4.1* Restated Certificate of Incorporation of the Registrant
- 4.2* 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 Ernst & Young LLP
- 24.1 Power of attorney (included on the signature pages of this registration statement)
- 99.1** 2013 Stock Incentive Plan
- 99.2*** Amendment No. 1 to 2013 Stock Incentive Plan

* Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-190643) on September 9, 2013 and incorporated herein by reference.

** Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014 and incorporated herein by reference.

*** Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 and incorporated herein by reference.