

Regulus Therapeutics Inc.  
Form S-8  
January 05, 2018

As filed with the Securities and Exchange Commission on January 5, 2018

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Regulus Therapeutics Inc.**

**(Exact name of registrant as specified in its charter)**

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

**26-4738379**  
**(I.R.S. Employer**  
**Identification No.)**

**10614 Science Center Drive**

**San Diego, CA**  
**(Address of Principal Executive Offices)**

**92121**  
**(Zip Code)**

**2012 Equity Incentive Plan**

**2012 Employee Stock Purchase Plan**

**(Full titles of the plans)**

**Joseph P. Hagan**

**President and Chief Executive Officer**

**Regulus Therapeutics Inc.**

**10614 Science Center Drive**

**San Diego, CA 92121**

**(858) 202-6300**

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

*Copies to:*

**Thomas A. Coll, Esq.**

**Kenneth J. Rollins, Esq.**

**Cooley LLP**

**4401 Eastgate Mall**

**San Diego, California 92121**

**Tel: (858) 550-6000**

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. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer (Do not check if a smaller reporting company)  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 Exchange Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
<b>2012 Equity Incentive Plan</b>				
Common Stock, \$0.001 par value per share	4,158,205(3)	\$1.025	\$4,262,160.13	\$530.64
<b>2012 Employee Stock Purchase Plan</b>				
Common Stock, \$0.001 par value per share	500,000(4)	\$1.025	\$512,500.00	\$63.81
<b>Total</b>	<b>4,658,205</b>	<b>N/A</b>	<b>\$4,774,660.13</b>	<b>\$594.45</b>

- (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 shares of the Registrant's Common Stock (Common Stock) that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(h)(1) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on December 28, 2017, as reported on the Nasdaq Stock Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Regulus Therapeutics Inc. 2012 Equity Incentive Plan (the 2012 EIP) on January 1, 2018 pursuant to an evergreen provision contained in the 2012 EIP. Pursuant to such provision, on January 1 of each year from 2013 until 2022, the number of shares authorized for issuance under the 2012 EIP is automatically increased by: (a) a number equal to 4% of the total number of shares of Common Stock outstanding on December 31<sup>st</sup> of the

- preceding calendar year; or (b) a number determined by the Registrant's board of directors that is less than the amount set forth in the foregoing clause (a).
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Regulus Therapeutics Inc. 2012 Employee Stock Purchase Plan (the "2012 ESPP") on January 1, 2018 pursuant to an evergreen provision contained in the 2012 ESPP. Pursuant to such provision, on January 1 of each year from 2013 until 2022, the number of shares authorized for issuance under the 2012 ESPP is automatically increased by a number equal to the least of: (a) 1% of the total number of shares of Common Stock outstanding on December 31<sup>st</sup> of the preceding calendar year; (b) 500,000 shares of Common Stock; and (c) a number determined by the Registrant's board of directors that is less than the amounts set forth in the foregoing clauses (a) and (b).

**INCORPORATION OF DOCUMENTS BY REFERENCE.**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plans are effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2012 EIP and the 2012 ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) on October 5, 2012 (File No. 333-184324), May 15, 2013 (File No. 333-188606), March 4, 2014 (File No. 333-194294), February 9, 2015 (File No. 333-201988), February 23, 2016 (File No. 333-209654) and January 27, 2017 (File No. 333-215793). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 3, 2016, and incorporated herein by reference).</u>
4.2	<u>Amended and Restated Bylaws of the Registrant (previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on June 8, 2016, and incorporated herein by reference).</u>
4.3	<u>Form of Common Stock Certificate of the Registrant (previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference).</u>
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP. Reference is made to Exhibit 5.1.</u>
24.1	<u>Power of Attorney. Reference is made to the signature page hereto.</u>
99.1	<u>2012 Equity Incentive Plan and Form of Stock Option Agreement and Form of Stock Option Grant Notice thereunder (previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference).</u>
99.2	<u>2012 Employee Stock Purchase Plan (Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference).</u>

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**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 January 5, 2018.

**REGULUS THERAPEUTICS INC.**

By: /s/ Joseph P. Hagan  
Joseph P. Hagan  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph P. Hagan as his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his 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 dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Joseph P. Hagan Joseph P. Hagan	President, Chief Executive Officer and Member of the Board of Directors  <i>(Principal Executive Officer)</i>	January 5, 2018
/s/ Daniel R. Chevallard Daniel R. Chevallard	Chief Financial Officer  <i>(Principal Financial and Accounting Officer)</i>	January 5, 2018
/s/ Stelios Papadopoulos, Ph.D. Stelios Papadopoulos, Ph.D.	Chairman of the Board and Member of the Board of Directors	January 5, 2018
/s/ David Baltimore, Ph.D. David Baltimore, Ph.D.	Member of the Board of Directors	January 5, 2018
/s/ Mark G. Foletta	Member of the Board of Directors	January 5, 2018

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Mark G. Foletta

/s/ William H. Rastetter, Ph.D. Member of the Board of Directors January 5, 2018

William H. Rastetter, Ph.D.

/s/ Hugh Rosen, M.D., Ph.D. Member of the Board of Directors January 5, 2018

Hugh Rosen, M.D., Ph.D.

/s/ Pascale Witz Member of the Board of Directors January 5, 2018

Pascale Witz