

CURIS INC  
Form S-8  
February 26, 2009

As filed with the Securities and Exchange Commission on February 26, 2009

Registration No. 333-

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER**  
**THE SECURITIES ACT OF 1933**

**CURIS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**04-3505116**  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

45 Moulton Street

Cambridge, Massachusetts 02138

(Address of Principal Executive Offices) (Zip Code)

CURIS, INC. 2000 STOCK INCENTIVE PLAN

(Full title of the plan)

Daniel R. Passeri

President and Chief Executive Officer

45 Moulton Street

Cambridge, Massachusetts 02138

(Name and address of agent for service)

617-503-6500

(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-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

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
Common Stock, \$0.01 par value per share	1,000,000	\$1.21	\$1,210,000	\$48.00
	shares			

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

(2)

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Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the registrant's common stock as reported on the NASDAQ Global Market on February 23, 2009.

**Statement of Incorporation by Reference**

This registration statement on Form S-8 is filed to register the offer and sale of an additional 1,000,000 shares of the registrant's common stock, \$0.01 par value per share, to be issued under the Curis, Inc. 2000 Stock Incentive Plan. This registration statement incorporates by reference (i) the registrant's registration statement on Form S-8 (File No. 333-42598), as filed with the Securities and Exchange Commission (the Commission) on July 31, 2000, (ii) the registrant's registration statement on Form S-8 (File No. 333-124265), as filed with the Commission on April 22, 2005, (iii) the registrant's registration statement on Form S-8 (File No. 333-137348), as filed with the Commission on September 15, 2006, (iv) the registrant's registration statement on Form S-8 (File No. 333-141175), as filed with the Commission on March 9, 2007 and (v) the registrant's registration statement on Form S-8 (File No. 333-149720), as filed with the Commission on March 14, 2008.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits 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 Cambridge, Commonwealth of Massachusetts, on this 26<sup>th</sup> day of February, 2009.

CURIS, INC.

By: /s/ DANIEL R. PASSERI  
 Daniel R. Passeri  
 President and Chief Executive Officer

**SIGNATURES AND POWER OF ATTORNEY**

We, the undersigned officers and directors of Curis, Inc., hereby severally constitute and appoint Daniel R. Passeri and Michael P. Gray, 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 Curis, Inc. 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ DANIEL R. PASSERI Daniel R. Passeri	President, Chief Executive Officer and Director (Principal Executive Officer)	February 26, 2009
/s/ MICHAEL P. GRAY Michael P. Gray	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	February 26, 2009
/s/ JAMES R. McNAB, JR. James R. McNab, Jr.	Chairman of the Board of Directors	February 26, 2009
/s/ SUSAN B. BAYH Susan B. Bayh	Director	February 26, 2009
/s/ JOSEPH M. DAVIE Joseph M. Davie	Director	February 26, 2009

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ MARTYN D. GREENACRE Martyn D. Greenacre	Director	February 26, 2009
/s/ KENNETH I. KAITIN Kenneth I. Kaitin	Director	February 26, 2009
/s/ JAMES R. TOBIN James R. Tobin	Director	February 26, 2009

**EXHIBIT INDEX**

<b>Number</b>	<b>Description</b>
4.1(1)	Restated Certificate of Incorporation of the registrant, as amended to date.
4.2(2)	Amended and Restated By-Laws of the registrant, as amended by Amendment to Amended and Restated By-Laws.
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 PricewaterhouseCoopers LLP.
24.1	Power of attorney, included on the signature page to this registration statement.
99.1(3)	Curis 2000 Stock Incentive Plan.

  

(1)	Incorporated by reference to Exhibit 3.3 to the registrant's joint proxy statement-prospectus on Form S-4/A filed June 19, 2000 (File No. 333-32446).
(2)	Incorporated by reference to Exhibit 3.2 to the registrant's registration statement on Form S-1 filed November 29, 2000 (File No. 333-50906), and to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed September 24, 2007 (File No. 000-30347).
(3)	Incorporated by reference to Exhibit 10.71 to the registrant's registration statement on Form S-4/A filed May 31, 2000 (File No. 333-32446).