

AVEO PHARMACEUTICALS INC

Form S-8

July 07, 2011

As filed with the Securities and Exchange Commission on July 7, 2011

Registration No. 333-\_\_\_\_\_

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

Washington, D.C. 20549

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

*UNDER*

*THE SECURITIES ACT OF 1933*

**AVEO PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**04-3581650**  
(I.R.S. Employer

Identification No.)

**75 Sidney Street**

**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

**2010 Stock Incentive Plan**

(Full Title of the Plan)

**Tuan Ha-Ngoc**

**Chief Executive Officer**

**AVEO Pharmaceuticals, Inc.**

**75 Sidney Street**

**Cambridge, Massachusetts 02139**

(Name and address of agent for service)

**(617) 299-5000**

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

*with copies to:*

**Joseph D. Vittiglio, Esq.**  
**Vice President, Corporate Counsel**  
**AVEO Pharmaceuticals, Inc.**  
**75 Sidney Street**  
**Cambridge, Massachusetts 02139**  
**(617) 299-5000**

**Steven D. Singer, Esq.**  
**Cynthia T. Mazareas, Esq.**  
**Wilmer Cutler Pickering Hale and Dorr LLP**  
**60 State Street**  
**Boston, Massachusetts 02109**  
**(617) 526-6000**

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of</b>
	<b>to be</b>	<b>Maximum</b>	<b>Maximum</b>	
<b>Securities to be Registered</b>	<b>Registered(1)</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee</b>
		<b>Per Share</b>	<b>Offering Price</b>	
Common Stock, \$0.001 par value per share	3,000,000 shares	\$20.25(2)	\$60,750,000(2)	\$7,054

- (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) The fee was estimated in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares as reported on the Nasdaq Global Market on June 30, 2011.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 3,000,000 shares of Common Stock, \$0.001 par value per share, of AVEO Pharmaceuticals, Inc. (the Registrant) issuable under the 2010 Stock Incentive Plan, as amended (the Plan). Pursuant to General Instruction E to Form S-8, except for Item 5 Interests of Named Experts and Counsel and Item 8 Exhibits, this registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-165530, filed by the Registrant on March 17, 2010 relating to the Plan, the Registrant's 2010 Employee Stock Purchase Plan and the Registrant's 2002 Stock Incentive Plan, as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

Wilmer Cutler Pickering Hale and Dorr LLP ( WilmerHale ) has opined as to the legality of the securities being offered by this registration statement.

**Item 8. Exhibits.**

The Index to Exhibits immediately preceding the exhibits is incorporated herein by reference.

**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 Cambridge, commonwealth of Massachusetts, on this 7th day of July, 2011.

**AVEO PHARMACEUTICALS, INC.**

/s/ TUAN HA-NGOC  
**Tuan Ha-Ngoc**

**Chief Executive Officer**

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 date indicated.

Signature	Title	Date
/s/ TUAN HA-NGOC <b>Tuan Ha-Ngoc</b>	Chief Executive Officer and Director (Principal Executive Officer)	July 7, 2011
/s/ DAVID JOHNSTON <b>David Johnston</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	July 7, 2011
* <b>Kenneth M. Bate</b>	Director	July 7, 2011
* <b>Ronald A. DePinho</b>	Director	July 7, 2011
* <b>Anthony B. Evnin</b>	Director	July 7, 2011
* <b>Nicholas Galakatos</b>	Director	July 7, 2011
* <b>Raju Kucherlapati</b>	Director	July 7, 2011
/s/ HENRI TERMEER <b>Henri Termeer</b>	Director	July 7, 2011
* <b>Kenneth E. Weg</b>	Director	July 7, 2011
* <b>Robert C. Young</b>	Director	July 7, 2011

\*By: /s/ TUAN HA-NGOC  
**Tuan Ha-Ngoc**  
  
**Attorney-in-fact**

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**INDEX TO EXHIBITS**

Exhibit Number	Description of Exhibit	Incorporated by Reference			Exhibit Number	Filed Herewith
		Form	File Number	Date of Filing		
4.1	Restated Certificate of Incorporation of the Registrant	8-K	001-34655	03/18/2010	3.1	
4.2	Second Amended and Restated Bylaws of the Registrant	S-1/A	333-163778	02/08/2010	3.5	
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant					X
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)					X
23.2	Consent of Ernst & Young LLP					X
24.1	Powers of Attorney	S-8	333-165530	03/17/2010	24.1	
99.1	2010 Stock Incentive Plan of the Registrant, as amended by Amendment No. 1 to the 2010 Stock Incentive Plan of the Registrant, as amended by Amendment No. 2 to the 2010 Stock Incentive Plan of the Registrant and as amended by Amendment No. 3 to the 2010 Stock Incentive Plan of the Registrant	8-K	001-34655	06/07/2011	99.1	