

ENDOCYTE INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/14/17

Address	3000 KENT AVE STE A1-100 WEST LAFAYETTE, IN 47906
Telephone	7654637175
CIK	0001235007
Symbol	ECYT
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

ENDOCYTE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

35-1969-140
(I.R.S. Employer
Identification No.)

3000 Kent Avenue, Suite A1-100
West Lafayette, IN 47906
(Address of Principal Executive Offices) (Zip Code)

ENDOCYTE, INC.
2010 EQUITY INCENTIVE PLAN
(Full title of the plan)

Michael A. Sherman
President and Chief Executive Officer
Endocyte, Inc.
3000 Kent Avenue, Suite A1-100
West Lafayette, IN 47906
(Name and address of agent for service)

(765) 463-7175
(Telephone number, including area code, of agent for service)

Copy to:
Christine G. Long
Faegre Baker Daniels LLP
600 East 96th Street, Suite 600
Indianapolis, Indiana 46240
(317) 569-9600

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 | <input type="checkbox"/> | Accelerated Filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller Reporting Company | <input type="checkbox"/> |

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 ⁽³⁾
Common Stock, par value \$0.001 per share, to be issued under the 2010 Equity Incentive Plan	847,000 ⁽³⁾	\$2.295	\$1,943,865.00	\$225.30
Unused 1997 Plan Shares of Common Stock	1,884 ⁽⁴⁾	\$2.295	\$4,323.78	\$0.50
Unused 2007 Plan Shares of Common Stock	15,860 ⁽⁵⁾	\$2.295	\$36,398.70	\$4.22
Total	864,744	\$2.295	\$1,984,587.48	\$230.02

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also registers additional shares of the Registrant’s common stock, par value \$0.001 per share (the “Common Stock”) as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions in accordance with the anti-dilution provisions of the Endocyte, Inc. 2010 Equity Incentive Plan (the “2010 EIP”).
- (2) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sales prices of the Common Stock as reported by the Nasdaq Global Market on March 9, 2017, which was \$2.295 per share.
- (3) This Registration Statement registers an additional 847,000 shares of Common Stock, not previously registered, under the 2010 EIP pursuant to the evergreen provision of the 2010 EIP.
- (4) This Registration Statement registers 1,884 shares of Common Stock, not previously registered, under the 2010 EIP that consisted of outstanding awards that expired, terminated, were forfeited or were repurchased under the Endocyte, Inc. 1997 Stock Plan (the “1997 Plan”) through February 28, 2017. The number of shares available for issuance under the 2010 EIP may be increased from time to time by additional shares of Common Stock subject to outstanding awards under the 1997 Plan that expire, terminate, are forfeited or are repurchased for any reason.
- (5) This Registration Statement registers 15,860 shares of Common Stock, not previously registered, under the 2010 EIP that consisted of outstanding awards that expired, terminated, were forfeited or were repurchased under the Endocyte, Inc. 2007 Stock Plan (the “2007 Plan”) through February 28, 2017. The number of shares available for issuance under the 2010 EIP may be increased from time to time by additional shares of Common Stock subject to outstanding awards under the 2007 Plan that expire, terminate, are forfeited or are repurchased for any reason.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8 “REGISTRATION OF ADDITIONAL SECURITIES”**

Endocyte, Inc. (the “Registrant”) filed a Registration Statement on Form S-8 (File No. 333-172121) with the Securities and Exchange Commission (the “Commission”) on February 9, 2011 (the “Initial Registration Statement”), which registered shares of the Registrant’s Common Stock, par value \$0.001 per share (the “Common Stock”) available for issuance under the Endocyte, Inc. 2010 Equity Incentive Plan (the “2010 EIP”) among other plans. Pursuant to General Instruction E to Form S-8, the contents of the Initial Registration Statement are incorporated herein by reference.

The Registrant has filed this Form S-8 Registration Statement (this “Registration Statement”) to register: (i) 847,000 additional shares of Common Stock, not previously registered, under the 2010 EIP that are available for issuance under the 2010 EIP based on approval by the Registrant’s Board of Directors on November 3, 2016 pursuant to the automatic share reserve increase provision of the 2010 EIP (such shares, the “Additional 2010 EIP Shares”); (ii) 1,884 shares of Common Stock, not previously registered, under the 2010 EIP, that were subject to awards that expired or were otherwise terminated without having been exercised in full, or were forfeited to or repurchased by the Registrant, under the Registrant’s 1997 Stock Plan (the “1997 Plan”) (such shares, the “Newly Available 1997 Plan Shares”) through February 28, 2017; and (iii) 15,860 shares of Common Stock, not previously registered, under the 2010 EIP, that were subject to awards that expired or were otherwise terminated without having been exercised in full, or were forfeited to or repurchased by the Registrant, under the Registrant’s 2007 Stock Plan (the “2007 Plan”) (such shares, the “Newly Available 2007 Plan Shares”) through February 28, 2017. The 2010 EIP provides, among other things, that any shares of Common Stock subject to outstanding awards under the 1997 Plan or the 2007 Plan that expire, terminate, are forfeited or are repurchased are available for issuance under the 2010 EIP, subject to certain limitations. The Newly Available 1997 Plan Shares and the Newly Available 2007 Plan Shares were previously registered by the Registrant on the Initial Registration Statement. Concurrently with the filing of this Registration Statement, the Registrant is filing a post-effective amendment to the Initial Registration Statement deregistering the Newly Available 1997 Plan Shares and the Newly Available 2007 Plan Shares that are being carried forward under this Registration Statement.

This Registration Statement is hereby filed to reflect that, following the date hereof, the Additional 2010 EIP Shares, the Newly Available 1997 Plan Shares and the Newly Available 2007 Plan Shares are registered under the 2010 EIP.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. Exhibits.

The list of Exhibits is incorporated herein by reference to the Index to Exhibits.

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 West Lafayette, State of Indiana, on March 14, 2017.

Endocyte, Inc.

By: /s/ Michael A. Sherman
Michael A. Sherman,
President and Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes Michael A. Sherman and Michael T. Andriole, or either of them, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this Registration Statement, including post-effective amendments, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints each of Michael A. Sherman and Michael T. Andriole, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael A. Sherman</u> Michael A. Sherman	Director, President and Chief Executive Officer (Principal Executive Officer)	March 14, 2017
<u>/s/ Michael T. Andriole</u> Michael T. Andriole	Chief Financial Officer (Principal Financial Officer)	March 14, 2017
<u>/s/ Beth A. Taylor</u> Beth A. Taylor	Vice President of Finance and Chief Accounting Officer (Principal Accounting Officer)	March 14, 2017
<u>/s/ John C. Aplin</u> John C. Aplin	Chairman of the Board of Directors	March 14, 2017
<u>/s/ Philip S. Low</u> Philip S. Low	Director and Chief Science Officer	March 14, 2017
<u>/s/ Keith E. Brauer</u> Keith E. Brauer	Director	March 14, 2017
<u>/s/ Colin Goddard</u> Colin Goddard	Director	March 14, 2017
<u>/s/ Ann F. Hanham</u> Ann F. Hanham	Director	March 14, 2017
<u>/s/ Marc D. Kozin</u> Marc D. Kozin	Director	March 14, 2017

/s/ Peter D. Meldrum Director March 14, 2017
Peter D. Meldrum

/s/ Fred A. Middleton Director March 14, 2017
Fred A. Middleton

/s/ Lesley Russell Director March 14, 2017
Lesley Russell

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Annual Report on Form 10-K filed by the Registrant on March 18, 2011, SEC File No. 001-35050).
3.2	Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed by the Registrant on March 18, 2011, SEC File No. 001-35050).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to Form S-1 (Registration No. 333-168904) filed January 12, 2011).
4.2	Endocyte, Inc. 2010 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to Form S-1 (Registration No. 333-168904) filed August 17, 2010).
5	Opinion of Faegre Baker Daniels LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Faegre Baker Daniels LLP (contained in the Opinion filed herewith as Exhibit 5).
24	Powers of Attorney (included on the signature page of this Registration Statement).

Faegre Baker Daniels LLP
600 East 96th Street Suite 600
Indianapolis Indiana 46240-3789
Phone +1 317 569 9600
Fax +1 317 569 4800

March 14, 2017

Endocyte, Inc.
3000 Kent Avenue, Suite A1-100
West Lafayette, IN 47906

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Endocyte, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of the Company’s Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933 (the “Act”), registering the offer and sale of an additional 864,744 shares of the Company’s Common Stock, par value \$0.001 per share (the “Shares”), pursuant to the Endocyte, Inc. 2010 Equity Incentive Plan (the “Plan”).

For purposes of this opinion letter, we have examined the Registration Statement, the Amended and Restated Certificate of Incorporation, as currently in effect, and the Amended and Restated Bylaws, as currently in effect, of the Company and resolutions of the Company’s Board of Directors. We also have examined the originals, or duplicates or certified or conformed copies, of such corporate and other records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth. As to questions of fact material to this opinion, we have relied upon certificates or comparable documents of public officials and of officers and representatives of the Company.

In rendering the opinions set forth below, we have assumed (i) the genuineness of all signatures, (ii) the legal capacity of natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, (v) the authenticity of the originals of such latter documents, (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records we have reviewed, and (vii) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Based on and subject to the foregoing and to the other qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when (a) the Registration Statement shall have become effective, (b) the Shares have been issued in accordance with the Plan and any applicable award agreement, and (c) where applicable, the consideration for the Shares specified in the Plan and any applicable award agreement has been received by the Company (which consideration exceeds, on a per share basis, the par value of the Shares), the Shares will be validly issued, fully paid and nonassessable.

We do not express any opinion herein concerning any law other than the Delaware General Corporation Law.

The opinions expressed are rendered as of the date first written above and are expressly limited to the matters set forth herein, and we render no opinion, whether by implication or otherwise, as to any other matters.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very Truly Yours,

FAEGRE BAKER DANIELS LLP

By: /s/ Christine G. Long
Christine G. Long, Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Endocyte, Inc. 2010 Equity Incentive Plan of our reports dated March 13, 2017, with respect to the consolidated financial statements of Endocyte, Inc. and the effectiveness of internal control over financial reporting of Endocyte, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Indianapolis, Indiana
March 13, 2017
