

ENDOCYTE INC

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

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

POST-EFFECTIVE AMENDMENT NO. 4
TO
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. 1997 STOCK PLAN
ENDOCYTE, INC. 2007 STOCK 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"/>

EXPLANATORY NOTE

Endocyte, Inc. (the "Registrant") has filed this Post-Effective Amendment No. 4 to Form S-8 Registration Statement (this "Post-Effective Amendment") to deregister certain securities issuable under the Endocyte, Inc. 1997 Stock Plan (the "1997 Plan") and the Endocyte, Inc. 2007 Stock Plan (the "2007 Plan"), which were originally registered by the Registrant on a Registration Statement on Form S-8 (File No. 333-172121) filed with the Securities and Exchange Commission (the "Commission") and becoming effective on February 9, 2011, as amended by the Post-Effective Amendment No. 1 thereto filed on August 9, 2013, the Post-Effective Amendment No. 2 thereto filed on March 16, 2015 and the Post-Effective Amendment No. 3 thereto filed on March 9, 2016 (the "Initial Registration Statement").

The Registrant has in effect the Endocyte, Inc. 2010 Equity Incentive Plan (the "2010 EIP"). The 2010 EIP provides, among other things, that any shares of the Registrant's Common Stock, par value \$0.001 per share (the "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.

As of February 28, 2017, the total number of shares of Common Stock registered under the Initial Registration Statement and subject to awards that have expired, have terminated, were forfeited or were repurchased under the 1997 Plan and not yet registered under the 2010 EIP, was 1,884 (the "Newly Available 1997 Plan Shares"). These Newly Available 1997 Plan Shares are no longer available for new awards under the 1997 Plan and will not be issued under the 1997 Plan.

As of February 28, 2017, the total number of shares of Common Stock registered under the Initial Registration Statement and subject to awards that have expired, have terminated, were forfeited or were repurchased under the 2007 Plan and not yet registered under the 2010 EIP, was 15,860 (the "Newly Available 2007 Plan Shares"). These Newly Available 2007 Plan Shares are no longer available for new awards under the 2007 Plan and will not be issued under the 2007 Plan.

The Registrant is concurrently filing a separate Registration Statement on Form S-8 to register the Newly Available 1997 Plan Shares, the Newly Available 2007 Plan Shares and certain other newly available shares for issuance under the 2010 EIP. This Post-Effective Amendment is hereby filed (i) to reflect that, following the date hereof, the Newly Available 1997 Plan Shares may not be issued under the 1997 Plan and to deregister the Newly Available 1997 Plan Shares under the Initial Registration Statement; and (ii) to reflect that, following the date hereof, the Newly Available 2007 Plan Shares may not be issued under the 2007 Plan and to deregister the Newly Available 2007 Plan Shares under the Initial Registration Statement.

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 Post-Effective Amendment 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 Post-Effective Amendment 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 the Registration Statement to which this Post-Effective Amendment relates, including additional post-effective amendments, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes 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 to the Registration Statement to which this Post-Effective Amendment relates and any additional post-effective amendment 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
<u>/s/ Peter D. Meldrum</u> Peter D. Meldrum	Director	March 14, 2017
<u>/s/ Fred A. Middleton</u> Fred A. Middleton	Director	March 14, 2017
<u>/s/ Lesley Russell</u> Lesley Russell	Director	March 14, 2017
