

CURIS INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 06/09/17

Address	4 MAGUIRE ROAD LEXINGTON, MA 02421
Telephone	617-503-6500
CIK	0001108205
Symbol	CRIS
SIC Code	2836 - Biological Products, Except Diagnostic Substances
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

CURIS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-3505116
(I.R.S. Employer
Identification No.)

4 Maguire Road, Lexington, MA
(Address of Principal Executive Offices)

02421
(Zip Code)

Amended and Restated 2010 Employee Stock Purchase Plan
(Full Title of the Plan)

Ali Fattaey
President and Chief Executive Officer
4 Maguire Road
Lexington, MA 02421
(Name and Address of Agent For Service)

(617) 503-6500
(Telephone Number, Including Area Code, of Agent For Service)

with copies to:

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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 Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share	9,500,000 shares	\$1.51(2)	\$14,345,000(2)	\$1,663

- (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) 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 June 8, 2017.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register the offer and sale of an additional 9,500,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of Curis, Inc. (the "Registrant") to be issued under the Amended and Restated 2010 Employee Stock Purchase Plan of the Registrant. In accordance with 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 filed by the Registrant on June 22, 2010 (File No. 333-167675), relating to the Registrant's 2010 Employee Stock Purchase Plan and the Registrant's 2010 Stock Incentive Plan.

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 Exhibit Index 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 Town of Lexington, State of Massachusetts on this 9th day of June, 2017.

CURIS, INC.

By: /s/ Ali Fattaey

Ali Fattaey

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Curis, Inc., hereby severally constitute and appoint Ali Fattaey and James Dentzer, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ali Fattaey</u> Ali Fattaey	President, Chief Executive Officer and Director (Principal Executive Officer)	June 9, 2017
<u>/s/ James Dentzer</u> James Dentzer	Chief Financial Officer and Chief Administrative Officer (Principal Financial and Accounting Officer)	June 9, 2017
<u>/s/ Martyn D. Greenacre</u> Martyn D. Greenacre	Chairman of the Board of Directors	June 9, 2017
<u>/s/ Kenneth I. Kaitin</u> Kenneth I. Kaitin	Director	June 9, 2017
<u>/s/ Lori A. Kunkel</u> Lori A. Kunkel	Director	June 9, 2017
<u>/s/ Robert Martell</u> Robert Martell	Director	June 9, 2017

/s/ Kenneth Pienta Director
Kenneth Pienta

June 9, 2017

/s/ Marc Rubin Director
Marc Rubin

June 9, 2017

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation of the Registrant, as amended
4.2(2)	Amended and Restated By-Laws of the Registrant
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 pages of this registration statement)
99.1(3)	Curis Amended and Restated 2010 Employee Stock Purchase Plan

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- (1) Previously filed as Exhibit 3.1 to the Registrant's registration statement on Form 10-K filed with the SEC on February 29, 2016.
- (2) Previously filed as Exhibit 3.3 to the Registrant's registration statement on Form 10-K filed with the SEC on February 29, 2016.
- (3) Previously filed as Exhibit B to the Registrant's Proxy statement on Schedule 14A filed with the SEC on April 4, 2017.

WILMERHALE

June 9, 2017

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www.wilmerhale.comCuris, Inc.
4 Maguire Road
Lexington, MA 02421

Re: Amended and Restated 2010 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 10,000,000 shares of common stock, \$0.01 par value per share (the "Shares"), of Curis, Inc., a Delaware corporation (the "Company"), issuable under the Company's Amended and Restated 2010 Employee Stock Purchase Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto Washington

Curis, Inc.
June 9, 2017
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Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Steven D. Singer
Steven D. Singer, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 9, 2017 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Curis, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
June 9, 2017