

Akebia Therapeutics, Inc.  
Form S-8  
February 10, 2016

As filed with the Securities and Exchange Commission on February 10, 2016

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER THE*  
*SECURITIES ACT OF 1933*

**AKEBIA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-8756903**  
(IRS Employer  
Identification No.)

**245 First Street, Suite 1100, Cambridge, MA**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

**2014 Incentive Plan**

**2014 Employee Stock Purchase Plan**

**(Full titles of the plans)**

**Nicole R. Hadas**

**General Counsel and Secretary**

**245 First Street, Suite 1100**

**Cambridge, MA 02142**

**(Name and address of agent for service)**

**(617) 871-2098**

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

**Please send copies of all communications to:**

**Paul M. Kinsella**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, MA 02199-3600**

**617-951-7000**

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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Each Class of<br/>Securities to be Registered</b>                       | <b>Shares<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share (2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| 2014 Incentive Plan Common Stock,<br>\$0.00001 par value per share                  | 1,643,710                                  | \$7.295  | \$11,990,864   | \$1,208.00                            |
| 2014 Employee Stock Purchase<br>Plan Common Stock, \$0.00001 par value per<br>share | 87,431                                     | \$7.295  | \$637,809  | \$65.00                               |
| <b>TOTALS</b>   | <b>1,731,141</b>                           | <b>\$7.295</b>   | <b>\$12,628,673</b>  | <b>\$1,272.00</b>                     |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h) of the Securities Act, the proposed maximum offering price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported on the NASDAQ Global Market as of a date (February 8, 2016) within five business days prior to filing this Registration Statement.

**EXPLANATORY NOTE**

This Registration Statement is being filed in accordance with General Instruction E to Form S-8 and registers 1,731,141 additional shares of common stock, the same class as other securities for which the registration statement filed on Form S-8 (SEC File No. 333-196748) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-196748) is hereby incorporated by reference pursuant to General Instruction E.

**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 10th day of February, 2016.

**AKEBIA THERAPEUTICS, INC.**

By: /s/ John P. Butler  
 Name: John P. Butler  
 Title: *President and Chief Executive Officer*

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints John P. Butler and Jason A. Amello and each of them acting individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Akebia Therapeutics, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

\* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ John P. Butler   | President, Chief Executive Officer                           | February 10, 2016 |
| John P. Butler       | (Principal Executive Officer) and Director                   |                   |
| /s/ Jason A. Amello  | Senior Vice President, Chief Financial Officer and Treasurer | February 10, 2016 |
| Jason A. Amello      | (Principal Financial and Accounting Officer)                 |                   |
| /s/ Muneer A. Satter | Chairman and Director  | February 10, 2016 |
| Muneer A. Satter     |  |                   |
| /s/ Anupam Dalal     | Director   | February 10, 2016 |

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Anupam Dalal

/s/ Duane Nash

Director

February 10, 2016

Duane Nash

/s/ Michael S. Wyzga

Director

February 10, 2016

Michael S. Wyzga

/s/ Maxine Gowen

Director

February 10, 2016

Maxine Gowen

/s/ Michael D. Clayman

Director

February 10, 2016

Michael D. Clayman

/s/ Ronald C. Renaud, Jr.

Director

February 10, 2016

Ronald C. Renaud, Jr.

**EXHIBIT INDEX**

**Exhibit**

- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).
- 24.1 Powers of Attorney (included as part of the signature page).