

Karyopharm Therapeutics Inc.  
Form S-8  
February 28, 2019

As filed with the Securities and Exchange Commission on February 28, 2019

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**Karyopharm Therapeutics Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**85 Wells Avenue, 2nd Floor**

**26-3931704**  
**(I.R.S. Employer**  
**Identification No.)**  
**02459**

**Newton, MA**  
**(Address of Principal Executive Offices)** **(Zip Code)**

**2013 Stock Incentive Plan**

**2013 Employee Stock Purchase Plan**

**(Full title of the plan)**

**Michael G. Kauffman**

**Chief Executive Officer**

**Karyopharm Therapeutics Inc.**

**85 Wells Avenue, 2nd Floor**

**Newton, MA 02459**

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

**(617) 658-0600**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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

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**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.0001 par value per share	2,424,241 shares(2)	\$4.48(3)	\$10,860,600(3)	\$1,317

- (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) Consists of (i) 1,939,393 shares issuable under the 2013 Stock Incentive Plan and (ii) 484,848 shares issuable under the 2013 Employee Stock Purchase Plan.
- (3) 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 Select Market on February 27, 2019.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is being filed to register (a) an additional 1,939,393 shares of Common Stock, \$0.0001 par value per share, of Karyopharm Therapeutics Inc. (the Registrant ) issuable under the Registrant s 2013 Stock Incentive Plan (the 2013 Plan ) and (b) an additional 484,848 shares of Common Stock issuable under the Registrant s 2013 Employee Stock Purchase Plan (together with the 2013 Plan, the Plans ). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-194746, filed by the Registrant with the Securities and Exchange Commission (the SEC ) on March 21, 2014 relating to the Plans, (ii) the Registration Statement on Form S-8, File No. 333-202742, filed by the Registrant with the SEC on March 13, 2015 relating to the 2013 Plan, (iii) the Registration Statement on Form S-8, File No. 333-210221, filed by the Registrant with the SEC on March 15, 2016 relating to the Plans, (iv) the Registration Statement on Form S-8, File No. 333-216732, filed by the Registrant with the SEC on March 16, 2017 relating to the 2013 Plan, and (v) the Registration Statement on Form S-8, File No. 333-223675, filed by the Registrant with the SEC on March 15, 2018 relating to the 2013 Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

Number	Description
4.1(1)	<u>Restated Certificate of Incorporation of the Registrant</u>
4.2(2)	<u>Amended and Restated By-Laws of the Registrant</u>
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant</u>
23.1	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</u>
23.2	<u>Consent of Ernst &amp; Young LLP</u>
24.1	<u>Power of attorney (included on the signature pages of this registration statement)</u>
99.1(3)	<u>2013 Stock Incentive Plan</u>
99.1(4)	<u>2013 Employee Stock Purchase Plan</u>

- (1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant s Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant s Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as Exhibit 10.3 to the Registrant s Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission

on October 28, 2013 and incorporated herein by reference.

- (4) Previously filed with the Securities and Exchange Commission as Exhibit 10.6 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission on October 28, 2013 and incorporated herein by reference.

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**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 Newton, Commonwealth of Massachusetts, on this 28<sup>th</sup> day of February, 2019.

**KARYOPHARM THERAPEUTICS INC.**

By: /s/ Michael G. Kauffman  
 Name: Michael G. Kauffman, M.D., Ph.D.  
 Title: Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Karyopharm Therapeutics Inc., hereby severally constitute and appoint Michael G. Kauffman and Cameron Peters, 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 Karyopharm Therapeutics 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael G. Kauffman Michael G. Kauffman, M.D., Ph.D.	Chief Executive Officer and Director (principal executive officer)	February 28, 2019
/s/ Cameron Peters Cameron Peters	Vice President, Finance and Assistant Treasurer (principal financial and accounting officer)	February 28, 2019
/s/ Garen G. Bohlin Garen G. Bohlin	Director	February 28, 2019
/s/ Mikael Dolsten Mikael Dolsten, M.D., Ph.D.	Director	February 28, 2019
/s/ J. Scott Garland J. Scott Garland	Director	February 28, 2019
/s/ Barry E. Greene Barry E. Greene	Director	February 28, 2019

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/s/ Deepika R. Pakianathan  
Deepika R. Pakianathan, Ph.D.

Director

February 28, 2019

/s/ Mansoor Raza Mirza  
Mansoor Raza Mirza, M.D.

Director

February 28, 2019