

INFINITY PHARMACEUTICALS, INC.

Form S-8

May 23, 2008

As filed with the Securities and Exchange Commission on May 23, 2008

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Infinity Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**33-0655706**  
(I.R.S. Employer  
Identification No.)

780 Memorial Drive

Cambridge, Massachusetts  
(Address of Principal Executive Offices)

02139  
(Zip Code)

**Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan**

(Full Title of the Plan)

**Gerald E. Quirk, Esq.**

**Vice President and General Counsel**

**Infinity Pharmaceuticals, Inc.**

**780 Memorial Drive**

**Cambridge, Massachusetts 02139**

(Name and Address of Agent For Service)

**(617) 453-1000**

(Telephone Number, Including Area Code, of Agent For Service)

*with a copy to:*

**Steven D. Singer, 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, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b2 of the Exchange Act.

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Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share (including associated Series A Junior Preferred Stock Purchase Rights)	788,430 shares(1)	\$7.80(2)	\$6,149,754(2)	\$241.69

- (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) The fee was estimated in accordance with Rule 457(c) and (h) under the Securities Act based on the average of the high and low prices of the shares as reported on The Nasdaq Global Market on May 21, 2008.

**STATEMENT OF INCORPORATION BY REFERENCE**

This registration statement on Form S-8 is being filed to register an additional 788,430 shares of Common Stock, \$0.001 par value per share, of Infinity Pharmaceuticals, Inc. (the Registrant) issuable under the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended (the Plan). Pursuant to 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 (w) the registration statement on Form S-8, File No. 333-145306, filed by the Registrant on August 10, 2007 relating to the Plan, (x) the registration statement on Form S-8, File No. 333-138248, filed by the Registrant on October 27, 2006 relating to the Plan and the Infinity Pharmaceuticals, Inc. Pre-Merger Stock Incentive Plan, as amended, (y) the registration statement on Form S-8, File No. 333-97173, filed by the Registrant on July 26, 2002 relating to the Plan and the Registrant's 2000 Employee Stock Purchase Plan, and (z) the registration statement on Form S-8, File No. 333-44850, filed by the Registrant on August 30, 2000 relating to the Plan and the Registrant's 2000 Employee Stock Purchase 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. A partnership in which interests are owned directly and/or beneficially by partners and employees of WilmerHale owns 9,455 shares of the Registrant's Common Stock.

**Item 8. Exhibits.**

The Index to Exhibits 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 Cambridge, Massachusetts, on this 23rd day of May, 2008.

**INFINITY PHARMACEUTICALS, INC.**

By: /s/ Steven H. Holtzman  
 Steven H. Holtzman  
 President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Infinity Pharmaceuticals, Inc., hereby severally constitute and appoint Steven H. Holtzman, Adelene Q. Perkins and Gerald E. Quirk, 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 Infinity Pharmaceuticals, 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.

Signature	Title	Date
/s/ Steven H. Holtzman Steven H. Holtzman	Chair, President and Chief Executive Officer  (principal executive officer)	May 23, 2008
/s/ Adelene Q. Perkins Adelene Q. Perkins	Executive Vice President and Chief Business Officer  (principal financial officer)	May 23, 2008
/s/ Christopher M. Lindblom Christopher M. Lindblom	Controller and Assistant Treasurer  (principal accounting officer)	May 23, 2008

/s/ Martin Babler Martin Babler	Director	May 23, 2008
/s/ Anthony B. Evnin Anthony B. Evnin	Director	May 23, 2008
/s/ Harry F. Hixson, Jr. Harry F. Hixson, Jr.	Director	May 23, 2008
/s/ Eric S. Lander Eric S. Lander	Director	May 23, 2008
/s/ Patrick Lee Patrick Lee	Director	May 23, 2008
/s/ Arnold J. Levine Arnold J. Levine	Director	May 23, 2008
/s/ Franklin Moss Franklin Moss	Director	May 23, 2008
/s/ Vicki L. Sato Vicki L. Sato	Director	May 23, 2008
/s/ Ian F. Smith Ian F. Smith	Director	May 23, 2008
/s/ James B. Tananbaum James B. Tananbaum	Director	May 23, 2008
/s/ Michael C. Venuti Michael C. Venuti	Director	May 23, 2008

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of the Registrant dated May 30, 2007. Previously filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 000-31141) and incorporated herein by reference.
4.2	Bylaws of the Registrant. Previously filed as Exhibit 3.4 to the Registrant's Registration Statement on Form S-1 filed on June 23, 2000 (File No. 333-36638) and incorporated herein by reference.
4.3	Amendment to Bylaws of the Registrant adopted on September 12, 2006. Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on September 18, 2006 (File No. 000-31141) and incorporated herein by reference.
4.4	Second Amendment to Bylaws of the Registrant adopted on May 30, 2007. Previously filed as Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 000-31141) and incorporated herein by reference.
4.5	Rights Agreement between the Registrant and American Stock Transfer & Trust Company dated February 13, 2003, which includes the form of Certificate of Designation for the Series A junior participating preferred stock as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights to Purchase Series A junior participating preferred stock as Exhibit C. Previously filed as Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on February 24, 2003 (File No. 000-31141) and incorporated herein by reference.
4.6	First Amendment to the Rights Agreement between the Registrant and American Stock Transfer & Trust Company dated April 11, 2006. Previously filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 12, 2006 (File No. 000-31141) and incorporated herein by reference.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant. Filed herewith.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1). Filed herewith.
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm to the Registrant. Filed herewith.
24.1	Power of attorney (included on the signature pages of this registration statement).
99.1	Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended. Previously filed as Exhibit 10.59 to the Registrant's Registration Statement on Form S-1, as amended, filed on July 21, 2000 (File No. 333-36638) and incorporated herein by reference.

- 99.2 Amendment No. 1 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended; Amendment No. 2 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended; Amendment No. 3 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended. Previously filed as Exhibit 10.32 to the Registrant's Current Report on Form 8-K on September 18, 2006 (File No. 000-31141) and incorporated herein by reference.
- 99.3 Amendment No. 4 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended. Previously filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q on August 9, 2007 (File No. 000-31141) and incorporated herein by reference.
- 99.4 Amendment No. 5 to the Infinity Pharmaceuticals, Inc. 2000 Stock Incentive Plan (formerly named the Discovery Partners International, Inc. 2000 Stock Incentive Plan), as amended. Filed herewith.