

Regulus Therapeutics Inc.  
Form S-8  
May 15, 2013

As filed with the Securities and Exchange Commission on May 14, 2013

Registration No. 333-

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

Washington, D.C. 20549

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

**REGULUS THERAPEUTICS INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

26-4738379  
(I.R.S. Employer Identification No.)

3545 John Hopkins Court

Suite 210

San Diego, CA  
(Address of Principal Executive Offices)

92121  
(Zip Code)

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2012 Equity Incentive Plan

2012 Employee Stock Purchase Plan

(Full titles of the plans)

Kleanthis G. Xanthopoulos, Ph.D.

President and Chief Executive Officer

Regulus Therapeutics Inc.

3545 John Hopkins Court

Suite 210

San Diego, CA 92121

(858) 202-6300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

Thomas A. Coll, Esq.

Kenneth J. Rollins, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, California 92121

Tel: (858) 550-6000

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

Accelerated filer   
Smaller reporting company

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**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
<b>2012 Equity Incentive Plan</b>				
Common Stock, \$0.001 par value per share	1,433,272 (3)	\$6.87	\$9,846,578.64	\$1,343.08
<b>2012 Employee Stock Purchase Plan</b>				
Common Stock, \$0.001 par value per share	358,318 (4)	\$6.87	\$2,461,644.66	\$335.77

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock ("Common Stock") that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) This estimate is made pursuant to Rule 457(h) and Rule 457(c)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on May 9, 2013, as reported on the Nasdaq Stock Market.
- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Regulus Therapeutics Inc. 2012 Equity Incentive Plan (the "2012 EIP") on January 1, 2013 pursuant to an evergreen provision contained in the 2012 EIP. Pursuant to such provision, on January 1 of each year from 2013 until 2022, the number of shares authorized for issuance under the 2012 EIP is automatically increased by: (a) a number equal to 4% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; or (b) a number determined by the Registrant's board of directors that is less than the amount set forth in the foregoing clause (a).
- (4) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under the Regulus Therapeutics Inc. 2012 Employee Stock Purchase Plan (the "2012 ESPP") on January 1, 2013 pursuant to an evergreen provision contained in the 2012 ESPP. Pursuant to such provision, on January 1 of each year from 2013 until 2022, the number of shares authorized for issuance under the 2012 ESPP is automatically increased by a number equal to the least of: (a) 1% of the total number of shares of Common Stock outstanding on December 31 of the preceding calendar year; (b) 500,000 shares of Common Stock; and (c) a number determined by the Registrant's board of directors that is less than the amounts set forth in the foregoing clauses (a) and (b).

**INCORPORATION OF DOCUMENTS BY REFERENCE.**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

The Registrant previously registered shares of its Common Stock for issuance under the 2012 EIP and the 2012 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission ) on October 5, 2012 (File No. 333-184324). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statement referenced above.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Diego, State of California, on May 14, 2013.

**REGULUS THERAPEUTICS INC.**

By: /s/ Kleanthis G. Xanthopoulos  
 Kleanthis G. Xanthopoulos, Ph.D.

President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kleanthis G. Xanthopoulos, Ph.D. and Garry E. Menzel, Ph.D., and each of them, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), 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, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, 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.

Signature	Title	Date
/s/ Kleanthis G. Xanthopoulos Kleanthis G. Xanthopoulos, Ph.D.	President, Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	May 14, 2013
/s/ Garry E. Menzel Garry E. Menzel, Ph.D.	Chief Operating Officer and Executive Vice President, Finance <i>(Principal Financial and Accounting Officer)</i>	May 14, 2013
/s/ John M. Maraganore John M. Maraganore, Ph.D.	Chairman of the Board and Member of the Board of Directors	May 14, 2013
/s/ David Baltimore David Baltimore, Ph.D.	Member of the Board of Directors	May 14, 2013
/s/ Bruce L.A. Carter Bruce L.A. Carter, Ph.D.	Member of the Board of Directors	May 14, 2013
/s/ Mark G. Foletta Mark G. Foletta	Member of the Board of Directors	May 14, 2013

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/s/ Stelios Papadopoulos	Member of the Board of Directors	May 14, 2013
Stelios Papadopoulos, Ph.D.		
/s/ B. Lynne Parshall	Member of the Board of Directors	May 14, 2013
B. Lynne Parshall		
/s/ William H. Rastetter	Member of the Board of Directors	May 14, 2013
William H. Rastetter, Ph.D.		
	Member of the Board of Directors	May 14, 2013
Douglas E. Williams, Ph.D.		

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
4.1 <sup>(1)</sup>	Amended and Restated Certificate of Incorporation of the Registrant.
4.2 <sup>(2)</sup>	Amended and Restated Bylaws of the Registrant.
4.3 <sup>(3)</sup>	Form of Common Stock Certificate of the Registrant.
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney. Reference is made to the signature page hereto.
99.1 <sup>(4)</sup>	2012 Equity Incentive Plan and Form of Stock Option Agreement and Form of Stock Option Grant Notice thereunder.
99.2 <sup>(5)</sup>	2012 Employee Stock Purchase Plan.

(1) Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on October 11, 2012, and incorporated herein by reference.

(2) Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed with the Commission on October 11, 2012, and incorporated herein by reference.

(3) Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference.

(4) Previously filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference.

(5) Previously filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1 (File No. 333-183384), originally filed with the Commission on August 17, 2012, as amended, and incorporated herein by reference.