

Karyopharm Therapeutics Inc.  
Form S-8  
March 16, 2017

As filed with the Securities and Exchange Commission on March 16, 2017

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**

**(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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b 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 Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.0001 par value per share      | 1,675,513 shares                           | \$10.02(2)   | \$16,788,641(2)  | \$1,946                               |

- (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 Select Market on March 14, 2017.

**STATEMENT OF INCORPORATION BY REFERENCE**

This Registration Statement on Form S-8 is being filed to register an additional 1,675,513 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 Plan). 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 Plan, (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 Plan and (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 Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is 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 16th day of March, 2017.

**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 Justin A. Renz, 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<br>Michael G. Kauffman, M.D., Ph.D. | Chief Executive Officer and Director (principal executive officer)   | March 16, 2017 |
| /s/ Justin A. Renz<br>Justin A. Renz                        | Executive Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer) | March 16, 2017 |
| /s/ Garen G. Bohlin<br>Garen G. Bohlin                      | Director   | March 16, 2017 |
| /s/ Mikael Dolsten<br>Mikael Dolsten, M.D., Ph.D.           | Director   | March 16, 2017 |
| /s/ J. Scott Garland  | Director   | March 16, 2017 |

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J. Scott Garland

/s/ Barry E. Greene

Director

March 16, 2017

Barry E. Greene

/s/ Deepika R. Pakianathan

Director

March 16, 2017

Deepika R. Pakianathan, Ph.D.

/s/ Mansoor Raza Mirza

Director

March 16, 2017

Mansoor Raza Mirza, M.D.

/s/ Kenneth E. Weg

Director

March 16, 2017

Kenneth E. Weg

**INDEX TO EXHIBITS**

| Number  | Description   |
|---------|---|
| 4.1(1)  | Restated Certificate of Incorporation of the Registrant                               |
| 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<br><br>(included in Exhibit 5.1) |
| 23.2    | Consent of Ernst & Young LLP  |
| 24.1    | Power of attorney (included on the signature pages of this registration statement)    |
| 99.1(3) | 2013 Stock Incentive Plan   |

- (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.