

ARQULE INC  
Form S-8  
November 30, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARQULE, INC.

(Exact Name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

58-1959440  
(I.R.S. Employer  
Identification No.)

19 Presidential Way,  
Woburn, Massachusetts 01801

(Address, including zip code, of principal executive offices)

ArQule, Inc. Amended and Restated 1996 Director Stock Option Plan  
(Full title of the plan)

Paolo Pucci  
Chief Executive Officer  
ArQule, Inc.  
19 Presidential Way,  
Woburn, Massachusetts 01801  
(781) 994-0300

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

Copy to:  
Richard E. Baltz, Esq.  
Arnold & Porter LLP  
555 12th Street, N.W.  
Washington, D.C. 20004  
(202) 942-5000

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Calculation of Registration Fee

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Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)(3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$.01 par value	200,000	\$4.96	\$992,000	\$113.68

- (1) Pursuant to Rule 416, promulgated under the Securities Act of 1933, as amended, an additional undeterminable number of shares of Common Stock is being registered to cover any adjustment in the number of shares of Common Stock issuable pursuant to the anti-dilution provisions of the Amended and Restated 1996 Director Stock Option Plan.
- (2) Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on November 25, 2011 on the Nasdaq Global Market which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h).
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by ArQule, Inc. (the “Registrant”) relating to 200,000 additional shares of the Registrant’s common stock, par value \$.01 per share (the “Common Stock”), issuable to the Registrant’s non-employee directors under the ArQule, Inc. Amended and Restated 1996 Director Option Plan (the “Plan”). The Registrant previously registered additional shares of Common Stock issuable under the Plan by Registration Statement No. 333-148793 of Form S-8 filed with the Commission on January 22, 2008. In accordance with General Instruction E to Form S-8, the contents of previously filed Registration Statements relating to the Plan are incorporated by reference herein to the extent not modified or superseded hereby or thereby or by a subsequently filed document that is incorporated by reference herein or therein.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended. Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. Such documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant (File No. 000-21429) with the Commission under the Securities Exchange Act of 1934, as amended (“Exchange Act”), are incorporated herein by reference except for information furnished under Item 2.02 or Item 7.01 of Form 8-K and any exhibits relating to such information which are neither deemed filed nor incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the year ended December 31, 2010.
  - (b) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended September 30, 2011; June 30, 2011; and March 31, 2011.
  - (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on November 10, 2011; August 9, 2011; June 6, 2011; April 28, 2011; February 28, 2011; February 14, 2011; January 25, 2011; January 24, 2011; and January 12, 2011.
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(d) The description of the Registrant's Common Stock contained in a registration statement on Form 8-A filed with the Commission on September 25, 1996, and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all Common Stock offered hereby has been sold or which deregisters such Common Stock then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and shall be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or so superseded, to constitute a part of this Registration Statement.

#### Item 5. Interests Of Named Experts And Counsel.

Robert J. Connaughton, Jr., Vice President and Chief Corporate Counsel of the Registrant, has passed upon the validity of the Common Stock being registered under this Registration Statement. Mr. Connaughton is paid a salary by the Registrant, is a participant in various employee benefit plans offered to employees of the Registrant generally, and owns and has options to purchase shares of Common Stock.

#### Item 8. Exhibits

Exhibit 5.1 Opinion of Robert J. Connaughton, Jr., filed herewith.

Exhibit 10.1 ArQule, Inc. Amended and Restated 1996 Director Stock Option Plan (incorporated by reference from Appendix C to the Registrant's Definitive Proxy Statement dated April 29, 2011).\*

Exhibit 23.1 Consent of Robert J. Connaughton, Jr., included in the opinion filed as Exhibit 5.1 hereto.

Exhibit 23.2 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm, filed herewith.

Exhibit 24.1 Powers of Attorney of certain officers and directors of ArQule, Inc. (included after the signature page to this Registration Statement).

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\* Indicates a management contract or compensatory plan.

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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 Woburn, Commonwealth of Massachusetts, on November 30, 2011.

ARQULE, INC.

By: /s/ Paolo Pucci  
Paolo Pucci  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints, jointly and severally, Peter S. Lawrence and Robert J. Connaughton, Jr., his or her true and lawful attorney-in-fact and agent, each with full power of substitution, 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, and to file the same, with all exhibits thereto and all 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 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 each of said attorneys-in-fact and agents or either of them, or his or their substitute or substitutes, may lawfully do or cause to be done or by virtue thereof.

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/ Paolo Pucci Paolo Pucci	Chief Executive Officer and Director (Principal Executive Officer)	November 17, 2011
/s/ Peter S. Lawrence Peter S. Lawrence	President and Chief Operating Officer (Principal Financial Officer)	November 17, 2011
/s/ Robert J. Weiskopf Robert J. Weiskopf	Vice President, Finance, Controller & Treasurer (Principal Accounting Officer)	November 17, 2011

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/s/ Timothy C. Barabe Timothy C. Barabe	Director	November 17, 2011
/s/ Susan L. Kelley Susan L. Kelley	Director	November 17, 2011
/s/ Ronald M. Lindsay Ronald M. Lindsay	Director	November 17, 2011
/s/ Michael D. Loberg Michael D. Loberg	Director	November 17, 2011
/s/ William G. Messenger William G. Messenger	Director	November 17, 2011
/s/ Patrick J. Zenner Patrick J. Zenner	Director, Chairman of the Board	November 17, 2011

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INDEX TO EXHIBITS

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