

MERRIMACK PHARMACEUTICALS INC

Form S-8

February 27, 2015

As filed with the Securities and Exchange Commission on February 27, 2015

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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

**MERRIMACK PHARMACEUTICALS, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**  
**One Kendall Square, Suite B7201**

**04-3210530**  
**(I.R.S. Employer**  
**Identification No.)**  
**02139**

**Cambridge, MA**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**2011 Stock Incentive Plan**

**(Full Title of the Plan)**

**Robert J. Mulroy**

**President and Chief Executive Officer**

**Merrimack Pharmaceuticals, Inc.**

**One Kendall Square, Suite B7201**

**Cambridge, Massachusetts 02139**

**(Name and Address of Agent for Service)**

**(617) 441-1000**

**(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-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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**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, \$0.01 par value per share	3,734,396 shares	\$10.72(2)	\$40,032,725(2)	\$4,652

- (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 Market on February 26, 2015.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8, relating to the 2011 Stock Incentive Plan of Merrimack Pharmaceuticals, Inc. (the Registrant), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-180996, filed with the Securities and Exchange Commission (the SEC) on April 27, 2012 by the Registrant, relating to the Registrant's 1999 Stock Option Plan, as amended, 2008 Stock Incentive Plan, as amended, and 2011 Stock Incentive Plan, (ii) the Registration Statement on Form S-8, File No. 333-186370, filed with the SEC on February 1, 2013 by the Registrant, relating to the Registrant's 2011 Stock Incentive Plan and (iii) the Registration Statement on Form S-8, File No. 333-194313, filed with the SEC on March 4, 2014 by the Registrant, relating to the Registrant's 2011 Stock Incentive Plan, in each case except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

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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 Cambridge, Commonwealth of Massachusetts, on this 27<sup>th</sup> day of February, 2015.

MERRIMACK PHARMACEUTICALS, INC.

By: /s/ Robert J. Mulroy  
 Robert J. Mulroy  
 President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Merrimack Pharmaceuticals, Inc., hereby severally constitute and appoint Robert J. Mulroy and William A. Sullivan, and each of them singly, our true and lawful attorneys with full power to any of them, and to 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 amendments to said Registration Statement, and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Merrimack 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, as amended, 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/ Robert J. Mulroy Robert J. Mulroy	President, Chief Executive Officer and Director  (Principal Executive Officer)	February 27, 2015
/s/ William A. Sullivan William A. Sullivan	Chief Financial Officer and Treasurer  (Principal Financial and Accounting Officer)	February 27, 2015
/s/ Gary L. Crocker Gary L. Crocker	Chairman of the Board	February 27, 2015
/s/ Gordon J. Fehr Gordon J. Fehr	Director	February 27, 2015
/s/ Vivian S. Lee, M.D., Ph.D. Vivian S. Lee, M.D., Ph.D.	Director	February 27, 2015
/s/ John Mendelsohn, M.D.	Director	

John Mendelsohn, M.D.

February 27,  
2015

/s/ Ulrik B. Nielsen, Ph.D. Ulrik B. Nielsen, Ph.D.	Director	February 27, 2015
/s/ Michael E. Porter, Ph.D. Michael E. Porter, Ph.D.	Director	February 27, 2015
/s/ James H. Quigley James H. Quigley	Director	February 27, 2015
/s/ Russell T. Ray Russell T. Ray	Director	February 27, 2015

**EXHIBIT INDEX**

Exhibit No.	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated Bylaws 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 (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm for the Registrant
24.1	Powers of Attorney (included on the signature pages to the Registration Statement)
99.1(3)	2011 Stock Incentive Plan

- (1) Previously filed with the Securities and Exchange Commission on April 27, 2012 as Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 (File No. 333-180996) and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission on January 13, 2012 as Exhibit 3.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-175427), and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission on January 13, 2012 as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-175427), and incorporated herein by reference.