

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

ENANTA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

500 Arsenal Street, Watertown, MA
(Address of Principal Executive Offices)

04-3205099
(I.R.S. Employer
Identification No.)

02472
(Zip Code)

2012 Equity Incentive Plan
(Full title of the plan)

Jay R. Luly
President and Chief Executive Officer
Enanta Pharmaceuticals, Inc.
500 Arsenal Street
Watertown, Massachusetts 02472
(Name and address of agent for service)

(617) 607-0800
(Telephone number, including area code, of agent for service)

Copy to:

Stacie S. Aarestad, Esq.
Foley Hoag LLP
155 Seaport Boulevard
Boston, Massachusetts 02110-2600
(617) 832-1000

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

Accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class 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
Common Stock, \$0.01 par value	571,077 shares	\$31.25	\$17,846,156.25	\$2,068.37

- (1) This Registration Statement covers an aggregate of 571,077 shares of the Registrant's Common Stock, par value \$0.01 per share (the "Common Stock"), that may be issued pursuant to awards granted under the Registrant's 2012 Equity Incentive Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act") this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the maximum aggregate offering price for the shares have been calculated solely for the purpose of computing the registration fee on the basis of the average high and low prices of the Common Stock as reported by the Nasdaq Global Select Market on December 2, 2016 to be \$31.71 and \$30.79, respectively.

**STATEMENT REGARDING INCORPORATION BY REFERENCE FROM EFFECTIVE
REGISTRATION STATEMENT**

Pursuant to Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the entire contents of its Registration Statements on Form S-8 filed with the Securities and Exchange Commission on June 10, 2013 (File No. 333-189217), December 18, 2013 (File No. 333-192935), February 24, 2015 (File No. 333- 202257) and February 16, 2016 (File No. 333- 209542).

The number of shares of Common Stock, \$0.01 par value per share, of the Company available for issuance under the Plan is subject to an automatic annual increase on the first day of each fiscal year of the Company equal to the least of (i) 3% of the outstanding shares on such date, (ii) 2,088,167 shares of Common Stock, or (iii) an amount determined by the Compensation Committee. This Registration Statement registers the 571,077 additional shares of Common Stock resulting from the automatic annual increase for the fiscal year beginning October 1, 2016.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index immediately following the signature page.

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 Watertown, Commonwealth of Massachusetts, as of December 9, 2016.

ENANTA PHARMACEUTICALS, INC.

By: /s/ Jay R. Luly, Ph.D.

Jay R. Luly, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Enanta Pharmaceuticals, Inc., hereby severally constitute and appoint each of Jay R. Luly and Paul J. Mellett, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 (including any post-effective amendments thereto), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and as of the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jay R. Luly, Ph.D.</u> Jay R. Luly, Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	December 9, 2016
<u>/s/ Paul J. Mellett</u> Paul J. Mellett	Chief Financial Officer (Principal Financial and Accounting Officer)	December 9, 2016
<u>/s/ Ernst-Günter Afting</u> Ernst-Günter Afting	Director	December 9, 2016
<u>/s/ Stephen Buckley, Jr.</u> Stephen Buckley, Jr.	Director	December 9, 2016
<u>/s/ Bruce L. A. Carter</u> Bruce L. A. Carter	Director	December 9, 2016
<u>/s/ George Golumbeski</u> George Golumbeski	Director	December 9, 2016
<u>/s/ Lesley Russell</u> Lesley Russell	Director	December 9, 2016
<u>/s/ Terry Vance</u> Terry Vance	Director	December 9, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of Enanta Pharmaceuticals, Inc. Previously filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 28, 2013 (File No. 001-35839) and incorporated herein by reference.
4.2	Amended and Restated Bylaws of Enanta Pharmaceuticals, Inc. (as amended and restated in August 2015). Previously filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on August 18, 2015 (File No. 001-35839) and incorporated herein by reference.
4.3	Specimen certificate evidencing shares of common stock of Enanta Pharmaceuticals, Inc. Previously filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A filed with the SEC on February 5, 2013 (File No. 333-184779) and incorporated herein by reference.
5.1	Opinion of Foley Hoag LLP. Filed herewith.
23.1	Consent of PricewaterhouseCoopers LLP. Filed herewith.
23.2	Consent of Foley Hoag LLP. Included in the opinion filed as Exhibit 5.1.
24.1	Power of Attorney. Included on the signature page hereto.
99.1	2012 Equity Incentive Plan (As adjusted to reflect the application of the 1-for-4.31 reverse stock split of the Company's common stock effected on March 1, 2013). Previously filed as Exhibit 10.16 to the Registrant's Annual Report on Form 10-K filed with the SEC on December 18, 2013 (File No. 001-35839) and incorporated herein by reference.



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

617 832 1000 *main*
617 832 7000 *fax*

December 9, 2016

Enanta Pharmaceuticals, Inc.
500 Arsenal Street
Watertown, MA 02472

Re : Registration Statement on Form S-8

Ladies and Gentlemen:

We are familiar with the Registration Statement on Form S-8 (the "**Registration Statement**") being filed by Enanta Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Securities Act**"), on the date hereof. The Registration Statement relates to the offer and sale by the Company of up to 571,077 shares (the "**Shares**") of its common stock, par value \$0.01 per share ("**Common Stock**"), issuable under the Company's 2012 Equity Incentive Plan (the "**2012 Plan**").

In arriving at the opinions expressed below, we have examined and relied upon the Certificate of Incorporation and Bylaws of the Company, the records of meetings and consents of the Company's Board of Directors and of its stockholders, and the 2012 Plan, each as provided to us by the Company. In addition, we have examined and relied on the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other documents and certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that the purchase price or other consideration to be received by the Company for the Shares will be valid consideration equal to or in excess of the par value thereof.

In rendering the opinions expressed below, we express no opinion other than as to the federal laws of the United States and the Delaware General Corporation Law, including the statutory provisions contained therein, applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting these provisions.

On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the terms of the 2012 Plan and the awards thereunder against the Company's receipt of the purchase price or other consideration therefor, will be validly issued, fully paid and non-assessable.

This opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

This opinion is being delivered solely for the benefit of the Company and such other persons as are entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion may not be used, quoted, relied upon or referred to for any other purpose, nor may it be used, quoted, relied upon or referred to by any other person, for any purpose, without our prior written consent.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the heading "Item 5. Interests of Named Experts and Counsel" in the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

This opinion shall be interpreted in accordance with the Legal Opinion Principles issued by the Committee on Legal Opinions of the American Bar Association's Section of Business Law, as published in 53 Business Lawyer 831 (May 1998).

Very truly yours,

FOLEY HOAG LLP

By: /s/ Stacie S. Aarestad
a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 9, 2016 relating to the financial statements, which appears in Enanta Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2016.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

December 9, 2016