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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*

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**ENANTA PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

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

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

**02472**  
(Zip Code)

**2019 Equity Incentive Plan**  
(As amended through March 3, 2022)  
(Full title of the plan)

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**Jay R. Luly, Ph.D.**  
**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)

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*Copy to:*

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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller Reporting Company   
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

Enanta Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register an additional 1,050,000 shares of its common stock, par value \$0.01 per share, that may be issued and sold under the Enanta Pharmaceuticals, Inc. 2019 Equity Incentive Plan, as amended through March 3, 2022 (the “Plan”), following the amendment to the Plan that was approved by the Registrant’s stockholders at its annual meeting on March 3, 2022. This Registration Statement is submitted in accordance with General Instruction E to Form S-8 regarding registration of additional securities, and pursuant to that instruction, the contents of the Registration Statements on Form S-8 (File Nos. 333-231384 and 333-255957) filed with the Securities and Exchange Commission on [May 10, 2019](#) and [May 10, 2021](#) are incorporated herein by reference.

### Part II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	<a href="#">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.</a>
4.2	<a href="#">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.</a>
4.3	<a href="#">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.</a>
5.1*	<a href="#">Opinion of Foley Hoag LLP.</a>
23.1*	<a href="#">Consent of PricewaterhouseCoopers LLP.</a>
23.2*	<a href="#">Consent of Foley Hoag LLP (included in the opinion filed as Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney (included on the signature page hereto).</a>
99.1+	<a href="#">2019 Equity Incentive Plan (as amended through March 3, 2022). Previously filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K, filed with the SEC on March 9, 2022 (File No. 001-35839) and incorporated herein by reference.</a>
107*	<a href="#">Filing Fee Table.</a>

\* Filed herewith.

+ Indicates management contract or compensatory plan.

## 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, on May 9, 2022.

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, Ph.D. 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 on 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)	May 9, 2022
<u>/s/ Paul J. Mellett</u> Paul J. Mellett	Chief Financial Officer (Principal Financial and Accounting Officer)	May 9, 2022
<u>/s/ Bruce L.A. Carter, Ph.D.</u> Bruce L.A. Carter, Ph.D.	Director	May 9, 2022
<u>/s/ Mark G. Foletta</u> Mark. G. Foletta	Director	May 9, 2022
<u>/s/ Yujiro S. Hata</u> Yujiro S. Hata	Director	May 9, 2022
<u>/s/ Kristine Peterson</u> Kristine Peterson	Director	May 9, 2022
<u>/s/ Lesley Russell, MBChB, MRCP</u> Lesley Russell, MBChB., MRCP	Director	May 9, 2022
<u>/s/ Terry Vance</u> Terry Vance	Director	May 9, 2022



Seaport West  
155 Seaport Boulevard  
Boston, MA 02210-2600

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

May 9, 2022

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 1,050,000 shares (the "**Shares**") of its common stock, par value \$0.01 per share ("**Common Stock**"), issuable under the Company's 2019 Equity Incentive Plan (as amended through March 3, 2022, the "**2019 Plan**").

In arriving at the opinions expressed below, we have examined the Certificate of Incorporation and Bylaws of the Company, each as amended to date, the records of meetings and consents of the Company's Board of Directors, or committees thereof, records of the proceedings of its stockholders, and the 2019 Plan, each as provided to us by the Company, and the Registration Statement.

In addition, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies and the due authorization, execution and delivery of all documents by all persons other than the Company, where authorization, execution and delivery are prerequisites to the effectiveness of such documents. We have also made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

We have assumed that the Company will continue to have sufficient authorized, unissued and otherwise unreserved shares of Common Stock available for issuance at the time of each issuance of the Shares pursuant to the 2019 Plan. We have also 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 opinion expressed below, we express no opinion other than as to the Delaware General Corporation Law.

On the basis of the foregoing, it is our opinion that the Shares, when issued and delivered in accordance with the terms of the 2019 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.

This opinion is based upon currently existing statutes, rules and regulations and judicial decisions and is rendered as of the date hereof, and we disclaim and obligation to advise you of any change in any of the foregoing sources of law or subsequent developments in law or changes in facts or circumstances which might affect any matters or opinions set forth herein.

We consent to the filing of this opinion as an exhibit to 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 letter shall be interpreted in accordance with the Core Opinion Principles jointly issued by the Committee on Legal Opinions of the American Bar Association's Business Law Section and the Working Group on Legal Opinions Foundation as published in 74 Business Lawyer 815 (2019).

Very truly yours,

FOLEY HOAG LLP

By: /s/ Ryan M. Rourke Reed

a Partner

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference into this Registration Statement on Form S-8 of Enanta Pharmaceuticals, Inc. of our report dated November 24, 2021, relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Enanta Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2021.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
May 9, 2022

## Calculation Of Filing Fee Tables

Form S-8  
(Form Type)

Enanta Pharmaceuticals, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.01 par value per share	Rule 457(c) and Rule 457(h)	1,050,000(2)	\$58.49(3)	\$61,414,500	\$0.0000927	\$5,693.12
<b>Total Offering Amounts</b>					\$61,414,500		\$5,693.12
<b>Total Fee Offsets</b>							—
<b>Net Fee Due</b>							\$5,693.12

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement on Form S-8 (the “Registration Statement”) shall also cover any additional shares of the Registrant’s common stock, \$0.01 par value per share (the “Common Stock”) that becomes issuable under the Registrant’s 2019 Equity Incentive Plan (as amended through March 3, 2022) (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding shares of Common Stock.
- (2) This Registration Statement covers 1,050,000 shares of the Registrant’s Common Stock, which are issuable pursuant to the Plan.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$58.49, the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on May 6, 2022, which date is within five business days prior to the filing of this registration statement.