

**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, 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

Accelerated filer

Non-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.

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(3)	Amount of registration fee
Common Stock, \$0.01 par value	241,826 shares	\$78.39	\$18,956,740.14	\$2,297.56

- (1) This Registration Statement covers an aggregate of 241,826 shares of the Registrant's Common Stock, par value \$0.01 per share (the "Common Stock"), that are issuable with respect to outstanding options previously granted under the Registrant's 2012 Equity Incentive Plan (the "2012 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) Estimated solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act. For the shares of common stock reserved for issuance upon the exercise of outstanding options previously granted pursuant to the 2012 Plan, the proposed maximum offering price is \$78.39 per share, which is the weighted average exercise price (rounded to the nearest cent) of the outstanding awards under the 2012 Plan and the grant date fair value per share of common stock underlying outstanding performance share unit awards made under the 2012 Plan.
 - (3) Reflects the aggregate offering price based on the weighted average exercise price of the outstanding options and the grant date fair value of shares underlying outstanding performance share unit awards described in Note 2 above.
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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), [February 16, 2016](#) (File No. 333-209542), [December 9, 2016](#) (File No. 333-215011) and [December 11, 2017](#) (File No. 333-221988).

The number of shares of Common Stock, \$0.01 par value per share, of the Company available for issuance under the 2012 Plan was 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 Board. This Registration Statement registers the 241,826 shares of Common Stock that are subject to outstanding option and performance share unit awards that were made following the automatic annual increase of 582,637 shares of Common Stock on October 1, 2018 and prior to the approval of the Registrant's 2019 Equity Incentive Plan (the "2019 Plan") at the Registrant's annual stockholder meeting on February 28, 2019. The 340,811 shares of Common Stock that remained available for future issuance under the 2012 Plan immediately prior to stockholder approval of the 2019 Plan on February 28, 2019 became available for issuance under the 2019 Plan in accordance with its terms at such time. Those shares are being registered on a Registration Statement on Form S-8 being filed by the Registrant to register shares issuable under the 2019 Plan contemporaneously with the filing of this Registration Statement on Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Description
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 10.14 to the Registrant's Annual Report on Form 10-K/A (Amendment No. 1) filed with the SEC on January 6, 2017 (File No. 001-35839) and incorporated herein by reference.

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 May 10, 2019.

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)	May 10, 2019
<u> /s/ Paul J. Mellett </u> Paul J. Mellett	Chief Financial Officer (Principal Financial and Accounting Officer)	May 10, 2019
<u> Stephen Buckley, Jr. </u>	Director	
<u> /s/ Bruce L.A. Carter, Ph.D. </u> Bruce L.A. Carter, Ph.D.	Director	May 10, 2019
<u> /s/ George Golumbeski, Ph.D. </u> George Golumbeski, Ph.D.	Director	May 10, 2019
<u> /s/ Kristine Peterson </u> Kristine Peterson	Director	May 10, 2019
<u> /s/ Lesley Russell, MBChB, MRCP </u> Lesley Russell, MBChB, MRCP	Director	May 10, 2019
<u> /s/ Terry Vance </u> Terry Vance	Director	May 10, 2019



Seaport West
155 Seaport Boulevard
Boston, MA 02210-2600

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

May 10, 2019

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 241,826 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 in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. 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 Enanta Pharmaceuticals, Inc. of our report dated November 29, 2018 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 year ended September 30, 2018.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
May 10, 2019