

PHARMACYCLICS INC  
Form S-8 POS  
May 26, 2015

As filed with the Securities and Exchange Commission on May 26, 2015

**Registration No. 333-195926**

**Registration No. 333-188894**

**Registration No. 333-180850**

**Registration No. 333-174101**

**Registration No. 333-165409**

**Registration No. 333-162053**

**Registration No. 333-140480**

**Registration No. 333-131740**

**Registration No. 333-131739**

**Registration No. 333-122035**

**Registration No. 333-103113**

**Registration No. 333-72020**

**Registration No. 333-52881**

**Registration No. 33-98514**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**Form S-8 Registration Statement No. 333-195926**

**Form S-8 Registration Statement No. 333-188894**

**Form S-8 Registration Statement No. 333-180850**

**Form S-8 Registration Statement No. 333-174101**

**Form S-8 Registration Statement No. 333-165409**

**Form S-8 Registration Statement No. 333-162053**

**Form S-8 Registration Statement No. 333-140480**

**Form S-8 Registration Statement No. 333-131740**

**Form S-8 Registration Statement No. 333-131739**

**Form S-8 Registration Statement No. 333-122035**

**Form S-8 Registration Statement No. 333-103113**

**Form S-8 Registration Statement No. 333-72020**

**Form S-8 Registration Statement No. 333-52881**

**Form S-8 Registration Statement No. 33-98514**

*UNDER*

*THE SECURITIES ACT OF 1933*

**PHARMACYCLICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware  
(State or Other Jurisdiction of**

**94-3148201  
(I.R.S. Employer**

**Incorporation or Organization)** **Identification No.)**  
**995 East Arques Avenue**  
**Sunnyvale, California 94085-4521**

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

**PHARMACYCLICS, INC. 2014 EQUITY INCENTIVE AWARD PLAN**

**PHARMACYCLICS, INC. EMPLOYEE STOCK PURCHASE PLAN**

**PHARMACYCLICS, INC. 2004 EQUITY INCENTIVE AWARD PLAN**

**1995 STOCK OPTION PLAN**

**NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN**

**NOTICE OF GRANT OF EMPLOYMENT COMMENCEMENT NON-QUALIFIED STOCK OPTION AND  
RELATED STOCK OPTION AGREEMENT BY AND BETWEEN PHARMACYCLICS, INC. AND  
GEOFFREY COOPER**

**(Full Title of Plan)**

**Robert W. Duggan**

**Chairman of the Board and Chief Executive Officer**

**Pharmacyclics, Inc.**

**995 East Arques Avenue**

**Sunnyvale, California 94085-4521**

**(408) 774-0330**

**(Name and Address and Telephone Number, including Area Code, of Agent for Service)**

*Copy to:*

**Adam W. Finerman, Esq.**

**Olshan Frome Wolosky LLP**

**Park Avenue Tower**

**65 East 55th Street**

**New York, New York 10022**

**(212) 451-2300**

Edgar Filing: PHARMACYCLICS INC - Form S-8 POS

Indicate by check mark whether the registrant is a large accelerated file, an accelerated file, a non-accelerated file, 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

### DEREGISTRATION OF UNSOLD SECURITIES

Pharmacyclics, Inc., a Delaware corporation (the Company), previously registered shares of its common stock, \$0.0001 par value per share (Common Stock) under the following registration statements (the Registration Statements) concerning shares issuable or issued under certain employee benefit and equity plans and agreements. The Company is filing this post-effective amendment to each of the Registration Statements to deregister any and all securities that remain unsold under such Registration Statements.

- (1) Registration Statement No. 333-195926, filed with the Securities and Exchange Commission (the Commission) on May 13, 2014, registering the offer and sale of 2,258,268 shares of the Company's Common Stock issuable pursuant to the Company's 2014 Equity Incentive Award Plan.
- (2) Registration Statement No. 333-188894, filed with the Commission on May 28, 2013, registering the offer and sale of 300,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (3) Registration Statement No. 333-180850, filed with the Commission on April 20, 2012, registering the offer and sale of 2,000,000 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan and 500,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (4) Registration Statement No. 333-174101, filed with the Commission on May 10, 2011, registering the offer and sale of 2,500,000 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan.
- (5) Registration Statement No. 333-165409, filed with the Commission on March 11, 2010, registering the offer and sale of 2,000,000 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan.
- (6) Registration Statement No. 333-162053, filed with the Commission on September 22, 2009, registering the offer and sale of 3,000,000 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan and 300,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (7) Registration Statement No. 333-140480, filed with the Commission on February 6, 2007, registering the offer and sale of 200,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (8) Registration Statement No. 333-131740, filed with the Commission on February 10, 2006, registering the offer and sale of 100,000 shares of the Company's Common Stock issuable pursuant to a Notice of Grant of Employment Commencement Non-Qualified Stock Option and related stock option agreement by and

between Pharmacyclics, Inc. and Geoffrey Cooper.

- (9) Registration Statement No. 333-131739, filed with the Commission on February 10, 2006, registering the offer and sale of 1,000,000 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan.

- (10) Registration Statement No. 333-122035, filed with the Commission on January 13, 2005, registering the offer and sale of 5,457,480 shares of the Company's Common Stock issuable pursuant to the Company's 2004 Equity Incentive Award Plan.
- (11) Registration Statement No. 333-103113, filed with the Commission on February 12, 2003, registering the offer and sale of 323,477 shares of the Company's Common Stock issuable pursuant to the Company's 1995 Stock Option Plan and 200,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (12) Registration Statement No. 333-72020, filed with the Commission on October 22, 2001, registering the offer and sale of 200,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (13) Registration Statement No. 333-52881, filed with the Commission on May 15, 1998, registering the offer and sale of 602,042 shares of the Company's Common Stock issuable pursuant to the Company's 1995 Stock Option Plan and 50,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.
- (14) Registration Statement No. 33-98514, filed with the Commission on October 23, 1995, registering the offer and sale of 834,884 shares of the Company's Common Stock issuable pursuant to the Company's 1995 Stock Option Plan, 166,667 shares of the Company's Common Stock issuable pursuant to the Company's Non-Employee Directors Stock Option Plan and 50,000 shares of the Company's Common Stock issuable pursuant to the Company's Employee Stock Purchase Plan.

Pursuant to the Agreement and Plan of Reorganization, dated March 4, 2015, as amended on March 22, 2015, among the Company, AbbVie Inc., a Delaware corporation ( "AbbVie" ), Oxford Amherst Corporation, a Delaware corporation and a direct wholly owned subsidiary of AbbVie ( "Purchaser" ) and Oxford Amherst LLC, a Delaware limited liability company and a direct wholly owned subsidiary of AbbVie ( "Merger Sub 2" ), Purchaser will merge with and into the Company (the "First Merger" ), with the Company surviving the First Merger and then immediately following the First Merger, the Company merged with and into Merger Sub 2, with Merger Sub 2 being the surviving entity, such that the surviving entity is a wholly owned subsidiary of AbbVie (together with the First Merger, the "Mergers" ).

In connection with the Mergers, the Company is terminating all offers and sales of its securities registered pursuant to its existing registration statements under the Securities Act of 1933, as amended, including the Registration Statements. In accordance with undertakings made by the Company to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Company hereby removes from registration any and all securities registered but unsold under the Registration Statements as of the date hereof.

---

**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 these Post-Effective Amendments to its Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California on the 26<sup>th</sup> day of May, 2015.

**PHARMACYCLICS, INC.**

By: /s/ Robert W. Duggan  
 Name: Robert W. Duggan  
 Title: Chairman of the Board and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, these Post-Effective Amendments to the registrant's Registration Statements on Form S-8 have been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Robert W. Duggan Robert W. Duggan	Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 26, 2015
/s/ Manmeet S. Soni Manmeet S. Soni	Chief Financial Officer and Treasurer <i>(Principal Financial and Accounting Officer)</i>	May 26, 2015
/s/ Robert F. Booth Robert F. Booth	Director	May 26, 2015
/s/ Kenneth A. Clark Kenneth A. Clark	Director	May 26, 2015
/s/ Eric H. Halvorson Eric H. Halvorson	Director	May 26, 2015
/s/ Minesh P. Mehta Minesh P. Mehta, M.D.	Director	May 26, 2015
/s/ David D. Smith David D. Smith, Ph.D.	Director	May 26, 2015
/s/ Richard A. van den Broek Richard A. van den Broek	Director	May 26, 2015