

CATABASIS PHARMACEUTICALS INC  
Form S-8  
March 17, 2017

As filed with the Securities and Exchange Commission on March 17, 2017

Registration No. 333-

**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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**Catabasis Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**26-3687168**  
(I.R.S. Employer  
Identification No.)

**One Kendall Square**  
**Bldg. 1400E, Suite B14202**  
**Cambridge, Massachusetts**

**02139**

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(Address of Principal Executive Offices)

(Zip Code)

**2015 Stock Incentive Plan  
2015 Employee Stock Purchase Plan**

(Full Title of the Plan)

**Jill C. Milne, Ph.D.  
President and Chief Executive Officer  
One Kendall Square**

**Bldg. 1400E, Suite B14202**

**Cambridge, Massachusetts 02139**

(Name and Address of Agent For Service)

**(617) 349-1971**

(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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	940,877 shares	\$ 1.78(2)	\$ 1,674,761.06(2)	\$ 194.10

(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 March 13, 2017.

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**Statement of Incorporation by Reference**

This Registration Statement on Form S-8, relating to the 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan of Catabasis 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 the Registration Statement on Form S-8, File No. 333-206394, filed with the Securities and Exchange Commission on August 14, 2015 by the Registrant, relating to the Registrant s Amended and Restated 2008 Equity Incentive Plan, 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan, and the Registration Statement on Form S-8, File No. 333-210229, filed with the Securities and Exchange Commission on March 16, 2016 by the Registrant, relating to the Registrant s 2015 Stock Incentive Plan and 2015 Employee Stock Purchase Plan, except in each case for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is 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 Cambridge, Commonwealth of Massachusetts, on this 17th day of March, 2017.

CATABASIS PHARMACEUTICALS, INC.

By: */s/ Jill C. Milne*  
 Jill C. Milne, Ph.D.  
 President and Chief Executive Officer

**POWER OF ATTORNEY AND SIGNATURES**

We, the undersigned officers and directors of Catabasis Pharmaceuticals, Inc., hereby severally constitute and appoint Jill C. Milne, Ph.D. and Deirdre A. Cunnane, and each of them singly, our true and lawful attorneys with full power to them, and 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 subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Catabasis 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, 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>
<i>/s/ Jill C. Milne</i> Jill C. Milne, Ph.D.	President and Chief Executive Officer and Director (Principal Executive Officer)	March 17, 2017
<i>/s/ Deirdre A. Cunnane</i> Deirdre A. Cunnane	Treasurer and General Counsel (Principal Financial Officer)	March 17, 2017
<i>/s/ Noah C. Clauser</i> Noah C. Clauser	Controller	March 17, 2017
<i>/s/ Kenneth Bate</i> Kenneth Bate	Co-Chairman of the Board of Directors	March 17, 2017
<i>/s/ Michael Ross</i> Michael Ross, Ph.D.	Co-Chairman of the Board of Directors	March 17, 2017
<i>/s/ Burt Adelman</i> Burt Adelman, M.D.	Director	March 17, 2017
<i>/s/ Nicholas Galakatos</i> Nicholas Galakatos, Ph.D.	Director	March 17, 2017
<i>/s/ Jean George</i>	Director	March 17, 2017

Jean George

/s/ Michael Kishbauch  
Michael Kishbauch

Director

March 17, 2017

## EXHIBIT INDEX

Exhibit Number	Description of Exhibit	Form	Incorporated by Reference		Exhibit Number	Filed Herewith
			File Number	Date of Filing		
4.1	Restated Certificate of Incorporation of the Registrant	8-K	001-37467	July 1, 2015	3.1	
4.2	Amended and Restated By-Laws of the Registrant	8-K	001-37467	July 1, 2015	3.2	
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant					X
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)					X
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm					X
24.1	Power of attorney (included on the signature pages of this registration statement)					X
99.1	2015 Stock Incentive Plan	S-1	333-204144	June 3, 2015	10.7	
99.2	2015 Employee Stock Purchase Plan	S-1	333-204144	June 3, 2015	10.22	