

CURIS INC  
Form S-8  
April 22, 2005

As filed with the Securities and Exchange Commission on April 22, 2005

Registration No. 333-\_\_\_\_\_

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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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**CURIS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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

**04-3505116**  
(I.R.S. Employer  
Identification No.)

**61 Moulton Street**

**Cambridge, Massachusetts 02138**

(Address of principal executive offices) (zip code)

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CURIS, INC. 2000 STOCK INCENTIVE PLAN

(Full title of the plan)

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**Daniel R. Passeri**

**President and Chief Executive Officer**

**61 Moulton Street**

**Cambridge, Massachusetts 02138**

(Name and address of agent for service)

**617-503-6500**

(Telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

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| <b>Title of Securities to be Registered</b> | <b>Amount<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>Per Share (2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.01 par value per share    | 5,000,000                                  | \$3.48   | \$17,400,000   | \$2,047.98                            |

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- (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 National Market on April 20, 2005.
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**Statement of Incorporation by Reference**

This registration statement on Form S-8 is filed to register the offer and sale of an additional 5,000,000 shares of the registrant's common stock, \$0.01 par value per share, to be issued under the Curis, Inc. 2000 Stock Incentive Plan. This registration statement incorporates by reference the registrant's registration statement on Form S-8 (File No. 333-42598), as filed with the Securities and Exchange Commission (the Commission) on July 31, 2000.

**Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 22nd day of April, 2005.

CURIS, INC.

By: /s/ Daniel R. Passeri

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Daniel R. Passeri  
President and Chief Executive Officer

**SIGNATURES AND POWER OF ATTORNEY**

We, the undersigned officers and directors of Curis, Inc., hereby severally constitute and appoint Daniel R. Passeri, Michael P. Gray and Mary Elizabeth Potthoff, Esq., and each of them singly, our true and lawful attorneys with full power to any of them, and to 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 pre-effective and post-effective amendments to said registration statement and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Curis, 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, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>               | <u>Title</u>  | <u>Date</u>    |
|--------------------------------|---|----------------|
| <u>/s/ Daniel R. Passeri</u>   | President, Chief Executive Officer and Director (Principal Executive Officer)                   | April 22, 2005 |
| Daniel R. Passeri              |   |                |
| <u>/s/ Michael P. Gray</u>     | Vice President of Finance, Chief Financial Officer (Principal Financial and Accounting Officer) | April 22, 2005 |
| Michael P. Gray                |   |                |
| <u>/s/ James R. McNab, Jr.</u> | Chairman of the Board of Directors  | April 22, 2005 |
| James R. McNab, Jr.            |   |                |
| <u>/s/ Susan B. Bayh</u>       | Director  | April 22, 2005 |
| Susan B. Bayh                  |   |                |
| <u>/s/ Joseph M. Davie</u>     | Director  | April 22, 2005 |

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Joseph M. Davie

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| <u>Signature</u>                           | <u>Title</u> | <u>Date</u>    |
|--|--------------|----------------|
| <hr/> <i>/s/ Martyn D. Greenacre</i> <hr/> | Director     | April 22, 2005 |
| Martyn D. Greenacre                        |              |                |
| <hr/> <i>/s/ Kenneth I. Kaitin</i> <hr/>   | Director     | April 22, 2005 |
| Kenneth I. Kaitin                          |              |                |
|  | Director     |                |
| <hr/> Douglas A. Melton <hr/>              |              |                |
| <hr/> <i>/s/ James R. Tobin</i> <hr/>      | Director     | April 22, 2005 |
| James R. Tobin                             |              |                |

**EXHIBIT INDEX**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.1(1)        | Restated Certificate of Incorporation of the registrant, as amended to date.   |
| 4.2(2)        | Amended and Restated By-Laws of the registrant.  |
| 5.1           | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant.   |
| 23.1          | Consent of Wilmer Cutler Pickering Hale and Dorr LLP, included in Exhibit 5.1.   |
| 23.2          | Consent of PricewaterhouseCoopers LLP.   |
| 23.3          | Notice Regarding Consent of Arthur Andersen LLP.   |
| 24.1          | Power of attorney, included on the signature page to this registration statement.  |
| (1)           | Incorporated by reference to the registrant's joint proxy statement-prospectus on Form S-4/A filed June 19, 2000 (File No. 333-32446). |
| (2)           | Incorporated by reference to the registrant's registration statement on Form S-1 filed November 29, 2000 (File No. 333-50906).         |