
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

DECIPHERA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

30-1003521
(I.R.S. Employer
Identification Number)

**500 Totten Pond Road
Waltham, MA 02451
(781) 209-6400**
(Address of Principal Executive Offices)

**Deciphera Pharmaceuticals, Inc. 2017 Stock Option and Incentive Plan
Deciphera Pharmaceuticals, Inc. 2017 Employee Stock Purchase Plan**
(Full Title of the Plans)

Michael D. Taylor, Ph.D.
President & Chief Executive Officer
Deciphera Pharmaceuticals, Inc.
500 Totten Pond Road
Waltham, MA 02451
(781) 209-6400
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Richard A. Hoffman, Esq.
Edwin M. O'Connor, Esq.
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
(617) 570-1000

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

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.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered⁽¹⁾	Proposed maximum offering price per share⁽²⁾	Proposed maximum aggregate offering price⁽²⁾	Amount of registration fee⁽²⁾
2017 Stock Option and Incentive Plan				
Common Stock, \$0.01 par value per share	1,507,070 shares ⁽³⁾	\$26.01	\$39,198,890.70	\$4,750.91
2017 Employee Stock Purchase Plan				
Common Stock, \$0.01 par value per share	376,767 shares ⁽⁴⁾	\$26.01	\$9,799,709.67	\$1,187.73
Total	1,883,837 shares			\$5,938.64

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock which become issuable under the above-named plans by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of common stock. Pursuant to Rule 416(c) under the Securities Act, this Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$26.01, the average of the high and low sale prices of the Registrant's common stock as reported on the Nasdaq Global Select Market on March 8, 2019.
- (3) Consists of 1,507,070 shares of Common Stock that may become issuable under the Registrant's 2017 Stock Option and Incentive Plan pursuant to its terms.
- (4) Consists of 376,767 shares of Common Stock that may become issuable under the Registrant's 2017 Employee Stock Purchase Plan pursuant to its terms.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2017 Stock Option and Incentive Plan (the "Plan") and the Registrant's 2017 Employee Stock Purchase Plan (the "ESPP"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2018, by an amount equal to four percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,507,070 shares. The number of shares of Common Stock reserved and available for issuance under the ESPP is subject to an automatic annual increase on each January 1, beginning in 2018, by the lesser of 400,000 shares, one percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the ESPP). Accordingly, on January 1, 2019, the number of shares of Common Stock reserved and available for issuance under the ESPP increased by 376,767 shares. This Registration Statement registers these additional 1,883,837 shares of Common Stock. The additional shares are of the same class as other securities relating to the Plans for which the Registrant's Registration Statement filed on Form S-8 (Registration No. 333-220866) on October 6, 2017 is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-220866) is hereby incorporated by reference pursuant to General Instruction E.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement, which Exhibit Index 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 Waltham, Commonwealth of Massachusetts, on the 14th day of March, 2019.

DECIPHERA PHARMACEUTICALS, INC.

By: /s/ Michael D. Taylor

Michael D. Taylor, Ph.D.

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael D. Taylor and Thomas P. Kelly his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents or any of them, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael D. Taylor</u> Michael D. Taylor, Ph.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2019
<u>/s/ Thomas P. Kelly</u> Thomas P. Kelly	Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2019
<u>/s/ Patricia L. Allen</u> Patricia L. Allen	Director	March 14, 2019
<u>/s/ James A. Bristol</u> James A. Bristol, Ph.D.	Director	March 14, 2019
<u>/s/ Edward J. Benz, Jr.</u> Edward J. Benz, Jr., M.D.	Director	March 14, 2019
<u>/s/ Steven L. Hoerter</u> Steven L. Hoerter	Director	March 14, 2019

/s/ John R. Martin
John R. Martin

Director

March 14, 2019

/s/ Michael Ross
Michael Ross, Ph.D.

Director

March 14, 2019

/s/ Dennis L. Walsh
Dennis L. Walsh

Director

March 14, 2019

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of the Registrant (Incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on October 5, 2017 (File No. 001-38219)).</u>
3.2	<u>Amended and Restated Bylaws of the Registrant (Incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 5, 2017 (File No. 001-38219)).</u>
4.1	<u>Specimen Common Stock Certificate (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220299)).</u>
4.2	<u>Second Amended and Restated Investors' Rights Agreement among Deciphera Pharmaceuticals, LLC and certain of its shareholders, dated May 26, 2017 (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220299)).</u>
4.3	<u>Registration Rights Agreement by and among the Registrant and certain of its stockholders, dated October 2, 2017 (Incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q filed on November 14, 2017 (File No. 001-38219)).</u>
5.1*	<u>Opinion of Goodwin Procter LLP.</u>
23.1*	<u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Goodwin Procter LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>
99.1	<u>2017 Stock Option and Incentive Plan and form of award agreements thereunder (Incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220299)).</u>
99.2	<u>2017 Employee Stock Purchase Plan (Incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-220299)).</u>

* Filed herewith.



Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
goodwinlaw.com
+1 617 570 1000

March 14, 2019

Deciphera Pharmaceuticals, Inc.
500 Totten Pond Road
Waltham, MA 02451

Re: Securities Being Registered under Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof relating to an aggregate of 1,883,837 shares (the "Shares") of Common Stock, \$0.01 par value per share ("Common Stock"), of Deciphera Pharmaceuticals, Inc., a Delaware corporation (the "Company"), that may be issued pursuant to the Company's 2017 Stock Option and Incentive Plan and 2017 Employee Stock Purchase Plan (collectively, the "Plans").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinion set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

For purposes of the opinion set forth below, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Plans, will be validly issued, fully paid and nonassessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Goodwin Procter LLP

GOODWIN PROCTER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Deciphera Pharmaceuticals, Inc. of our report dated March 14, 2019 relating to the financial statements, which appears in Deciphera Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
March 14, 2019