

ARAVIVE, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/15/19

Address	LYONDELLBASELL TOWER 1221 MCKINNEY STREET, SUITE 3200 HOUSTON, TX, 77010
Telephone	936-355-1910
CIK	0001513818
Symbol	ARAV
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State or other jurisdiction of
incorporation or organization)

26-4106690
(I.R.S. Employer
Identification Number)

LyondellBasell Tower
1221 McKinney Street, Suite 3200
Houston, Texas 77010
(Address, including zip code, of principal executive offices)

Aravive, Inc. 2014 Equity Incentive Plan
Aravive, Inc. 2014 Employee Stock Purchase Plan
(Full title of the plans)

Jay P. Shepard
Chief Executive Officer
Aravive, Inc.
LyondellBasell Tower
1221 McKinney Street, Suite 3200
Houston, Texas 77010
(936) 355-1910
(Name, address of and telephone number, including area code, of agent for service)

Copies to:

Leslie Marlow, Esq.
Hank Gracin, Esq.
Patrick J. Egan, Esq.
Gracin & Marlow, LLP
The Chrysler Building
405 Lexington Avenue, 26th Floor
(Name, address and telephone number)

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 13(a) of the Exchange 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(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.0001 per share				
—2014 Equity Incentive Plan (4)	506,977	\$6.16	\$3,122,978.32	\$378.51
—2014 Employee Stock Purchase Plan (5)	50,000	\$6.16	\$308,000	\$37.33
Total	556,977	\$6.16	\$3,430,978.32	\$415.84

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend or similar transaction.
- (2) Calculated pursuant to Rule 457(c) and 457(h) of the Securities Act solely for purposes of calculating the registration fee. The price for the shares under the plan is based upon the average of the high and low sale prices of the Registrant’s common stock reported on the NASDAQ Capital Market on March 14, 2019.
- (3) Calculated under Section 6(b) of the Securities Act as .00012120 of the proposed maximum aggregate offering price.
- (4) Represents shares of common stock that were automatically added to the number of shares authorized for issuance under the 2014 Equity Incentive Plan (the “2014 EIP”) on January 1, 2019 pursuant to an “evergreen” provision contained in the 2014 EIP.
- (5) Represents shares of common stock that were automatically added to the number of shares authorized for issuance under the 2014 Employee Stock Purchase Plan (the “2014 ESPP”) on January 1, 2019 pursuant to an “evergreen” provision contained in the 2014 ESPP.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is being filed by Aravive, Inc. (f/k/a Versartis, Inc.) (the “Registrant” or the “Company”) for the purpose of registering an aggregate additional 556,977 shares of the Registrant’s common stock, par value \$0.0001 per share (the “Common Stock”), that may be issued pursuant to the Registrant’s equity incentive plans pursuant to “evergreen” provisions contained therein, respectively, as follows: (i) 506,977 shares of Common Stock that were automatically added to the shares authorized for issuance under the 2014 Equity Incentive Plan (the “2014 EIP”) on January 1, 2019, and (ii) 50,000 shares of Common Stock that were automatically added to the shares authorized for issuance under the 2014 Employee Stock Purchase Plan (the “2014 ESPP”) on January 1, 2019. These additional shares of Common Stock are securities of the same class as other securities for which registration statements on Form S-8 have been previously filed with the Securities and Exchange Commission (the “Commission”), which are described below. As disclosed above, these additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provisions in each of the 2014 EIP and the 2014 ESPP, which provide that the total number of shares subject to such plans will be increased each year pursuant to a specified formula.

Each of the Registrant’s Form S-8 Registration Statements filed with the Commission on April 1, 2014 (File No. 333-194949), May 14, 2015 (File No. 333-204178), March 8, 2016 (File No. 333-210013), March 10, 2017 (File No. 333-216586), and October 17, 2018 (File No. 333-227865), which relate to the 2014 EIP and 2014 ESPP, is incorporated herein by reference and made a part hereof.

In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated by reference into this Registration Statement:

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Commission on March 15, 2019;
- All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018; and
- The description of the Registrant’s common stock that is contained in a registration statement on Form 8-A filed on March 19, 2014 (File No. 001-36361) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

As of the date of this Registration Statement, an attorney of Gracin & Marlow, LLP beneficially owns securities exercisable to purchase an aggregate of 20,425 shares of the Registrant's capital stock.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Document</u>
4.1(1)	Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.
4.2(2)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.
4.3(3)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect.
4.4(4)	Certificate of Correction to Certificate of Amended and Restated Certificate of Incorporation of Aravive, Inc.
4.5(5)	Amended and Restated Bylaws of the Registrant, as currently in effect.
5.1*	Opinion of Gracin & Marlow, LLP.
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.
23.3*	Consent of Gracin & Marlow, LLP (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on the signature page of this Registration Statement on Form S-8).
99.1(6)	2014 Equity Incentive Plan.
99.2(7)	Form of Option Agreement and Option Grant Notice under the 2014 Equity Incentive Plan.
99.3(8)	Form of 2014 Equity Incentive Plan Restricted Stock Unit Grant Notice and Restricted Stock Unit Award Agreement.
99.4(9)	2014 Employee Stock Purchase Plan.

* Filed herewith.

- (1) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on March 26, 2014, and incorporated herein by reference.
- (2) Filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2018, and incorporated herein by reference.
- (3) Filed as Exhibit 3.2 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 16, 2018, and incorporated herein by reference.
- (4) Filed as Exhibit 3.6 to Registrant's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 15, 2019, and incorporated herein by reference.
- (5) Filed as Exhibit 3.4 to Registrant's Registration Statement on Form S-1 (File No. 333-193997), filed with the Securities and Exchange Commission on March 6, 2014, and incorporated herein by reference.
- (6) Filed as Exhibit 10.6 to Registrant's Registration Statement on Form S-1 (File No. 333-193997), filed with the Securities and Exchange Commission on March 6, 2014, and incorporated herein by reference.
- (7) Filed as Exhibit 99.5 to Registrant's Registration Statement on Form S-8 (File No. 333-194949), filed with the Securities and Exchange Commission on April 1, 2014, and incorporated herein by reference.
- (8) Filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 17, 2014, and incorporated herein by reference.
- (9) Filed as Exhibit 10.9 to Registrant's Registration Statement on Form S-1 (File No. 333-193997), filed with the Securities and Exchange Commission on March 6, 2014, and 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 Houston, State of Texas, on this 15th day of March, 2019.

A RAVIVE , I N C .

By: /s/ Jay P. Shepard
Jay P. Shepard
Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jay P. Shepard and Vinay Shah, and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, whether pre-effective or post-effective, and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, or his or their substitute or substitutes, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments hereto in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, or any of them, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, 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/ Jay P. Shepard</u> Jay P. Shepard	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 15, 2019
<u>/s/ Vinay Shah</u> Vinay Shah	Chief Financial Officer <i>(Principal Financial Officer)</i>	March 15, 2019
<u>/s/ Kevin Haas</u> Kevin Haas	Vice President, Finance <i>(Principal Accounting Officer)</i>	March 15, 2019
<u>/s/ Srinivas Akkaraju</u> Srinivas Akkaraju, M.D., Ph.D.	Director	March 15, 2019
<u>/s/ Amato Giaccia</u> Amato Giaccia, Ph.D.	Director	March 15, 2019
<u>/s/ Robert E. Hoffman</u> Robert E. Hoffman	Director	March 15, 2019
<u>/s/ Shahzad Malik</u> Shahzad Malik, M.D.	Director	March 15, 2019
<u>/s/ Raymond Tabibiazar</u> Raymond Tabibiazar, M.D.	Director	March 15, 2019
<u>/s/ Eric Zhang</u> Eric Zhang	Director	March 15, 2019



The Chrysler Building
405 Lexington Avenue, 26th Floor
New York, New York 10174
Telephone: (212) 907-6457
Facsimile: (212) 208-4657

March 15, 2019

The Board of Directors
Aravive, Inc.
LyondellBasell Tower
1221 McKinney Street, Suite 3200
Houston, Texas 77010

Re: Registration Statement on Form S-8

Gentlemen:

We refer to the Registration Statement on Form S-8 (the “*Registration Statement*”) filed on the date hereof by Aravive, Inc., a Delaware corporation (the “*Company*”), with the Securities and Exchange Commission with respect to the registration of up to an aggregate of 556,977 shares of the Company’s common stock, par value \$0.0001 per share (the “*Shares*”), that may be issued pursuant to the Company’s 2014 Equity Incentive Plan (the “*2014 Equity Incentive Plan*”) and the Company’s 2014 Employee Stock Purchase Plan (the “*2014 ESPP*”).

In connection with rendering this opinion, we have examined or are familiar with the Company’s Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, the 2014 Equity Incentive Plan, the 2014 ESPP, the corporate proceedings with respect to the authorization of the Registration Statement and related prospectuses included therein, the 2014 Equity Incentive Plan, the 2014 ESPP, and such other certificates, instruments and documents as we have considered necessary or appropriate for purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, conformity to the original documents of all documents submitted to us as copies and the authenticity of the originals of such latter documents. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the Registration Statement and the aforesaid records, certificates and documents. We have made such examination as we have deemed necessary for the purpose of this opinion.

We are members of the bar of the State of New York, and do not express any opinion herein concerning any law other than the Delaware General Corporation Law and applicable reported judicial decisions. This opinion letter has been prepared for use in connection with the Registration Statement.

Based upon, and subject to, the foregoing, it is our opinion that the 556,977 Shares, when sold and issued in accordance with the provisions of the 2014 Equity Incentive Plan and the 2014 ESPP, respectively, and the Registration Statement and the related prospectuses, will be validly issued, fully paid and non-assessable.

The Board of Directors
Aravive, Inc.
March 15, 2019
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We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Gracin & Marlow, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statements on Form S-8 of our report dated March 6, 2018 except for the effects of the reverse stock split discussed in Note 16 to the consolidated financial statements, as to which the date is March 14, 2019, relating to the financial statements which appears in Aravive, Inc.'s (formerly known as Versartis, Inc.) Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ PricewaterhouseCoopers LLP
San Jose, California
March 15, 2019

Consent of Independent Registered Public Accounting Firm

Aravive, Inc.
Houston, Texas

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 14, 2019, relating to the consolidated financial statements of Aravive, Inc. (formerly known as Versartis, Inc.) appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ BDO USA, LLP

Raleigh, North Carolina
March 15, 2019