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

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

Karyopharm Therapeutics Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-3931704
(I.R.S. Employer
Identification No.)

85 Wells Avenue, 2nd Floor
Newton, MA
(Address of Principal Executive Offices)

02459
(Zip Code)

2013 Stock Incentive Plan
2013 Employee Stock Purchase Plan
(Full title of the plan)

Michael G. Kauffman
Chief Executive Officer
Karyopharm Therapeutics Inc.
85 Wells Avenue, 2nd Floor
Newton, MA 02459
(Name and address of agent for service)

(617) 658-0600
(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, 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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	2,424,241 shares(2)	\$4.48(3)	\$10,860,600(3)	\$1,317

- (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) Consists of (i) 1,939,393 shares issuable under the 2013 Stock Incentive Plan and (ii) 484,848 shares issuable under the 2013 Employee Stock Purchase Plan.
- (3) 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 Select Market on February 27, 2019.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register (a) an additional 1,939,393 shares of Common Stock, \$0.0001 par value per share, of Karyopharm Therapeutics Inc. (the “Registrant”) issuable under the Registrant’s 2013 Stock Incentive Plan (the “2013 Plan”) and (b) an additional 484,848 shares of Common Stock issuable under the Registrant’s 2013 Employee Stock Purchase Plan (together with the 2013 Plan, the “Plans”). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-194746, filed by the Registrant with the Securities and Exchange Commission (the “SEC”) on March 21, 2014 relating to the Plans, (ii) the Registration Statement on Form S-8, File No. 333-202742, filed by the Registrant with the SEC on March 13, 2015 relating to the 2013 Plan, (iii) the Registration Statement on Form S-8, File No. 333-210221, filed by the Registrant with the SEC on March 15, 2016 relating to the Plans, (iv) the Registration Statement on Form S-8, File No. 333-216732, filed by the Registrant with the SEC on March 16, 2017 relating to the 2013 Plan, and (v) the Registration Statement on Form S-8, File No. 333-223675, filed by the Registrant with the SEC on March 15, 2018 relating to the 2013 Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Number	Description
4.1(1)	Restated Certificate of Incorporation of the Registrant
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 Ernst & Young LLP
24.1	Power of attorney (included on the signature pages of this registration statement)
99.1(3)	2013 Stock Incentive Plan
99.1(4)	2013 Employee Stock Purchase Plan

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- (1) Previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant’s Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
 - (2) Previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 001-36167) filed with the Securities and Exchange Commission on November 18, 2013 and incorporated herein by reference.
 - (3) Previously filed with the Securities and Exchange Commission as Exhibit 10.3 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission on October 28, 2013 and incorporated herein by reference.
 - (4) Previously filed with the Securities and Exchange Commission as Exhibit 10.6 to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-191584) filed with the Securities and Exchange Commission on October 28, 2013 and 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 Newton, Commonwealth of Massachusetts, on this 28th day of February, 2019.

KARYOPHARM THERAPEUTICS INC.

By: /s/ Michael G. Kauffman
Name: Michael G. Kauffman, M.D., Ph.D.
Title: Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Karyopharm Therapeutics Inc., hereby severally constitute and appoint Michael G. Kauffman and Cameron Peters, 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 Karyopharm Therapeutics 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.

Signature	Title	Date
<u>/s/ Michael G. Kauffman</u> Michael G. Kauffman, M.D., Ph.D.	Chief Executive Officer and Director (principal executive officer)	February 28, 2019
<u>/s/ Cameron Peters</u> Cameron Peters	Vice President, Finance and Assistant Treasurer (principal financial and accounting officer)	February 28, 2019
<u>/s/ Garen G. Bohlin</u> Garen G. Bohlin	Director	February 28, 2019
<u>/s/ Mikael Dolsten</u> Mikael Dolsten, M.D., Ph.D.	Director	February 28, 2019
<u>/s/ J. Scott Garland</u> J. Scott Garland	Director	February 28, 2019
<u>/s/ Barry E. Greene</u> Barry E. Greene	Director	February 28, 2019
<u>/s/ Deepika R. Pakianathan</u> Deepika R. Pakianathan, Ph.D.	Director	February 28, 2019
<u>/s/ Mansoor Raza Mirza</u> Mansoor Raza Mirza, M.D.	Director	February 28, 2019



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February 28, 2019

Karyopharm Therapeutics Inc.
85 Wells Avenue, 2nd Floor
Newton, MA 02459

Re: 2013 Stock Incentive Plan
2013 Employee Stock Purchase Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 2,424,241 shares of common stock, \$0.0001 par value per share (the "Shares"), of Karyopharm Therapeutics Inc., a Delaware corporation (the "Company"), issuable under the Company's 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan (collectively, the "Plans").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plans, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts and the General Corporation Law of the State of Delaware.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Karyopharm Therapeutics Inc.
February 28, 2019
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Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plans, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby 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 of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Jason L. Kropp
Jason L. Kropp, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2013 Stock Incentive Plan and 2013 Employee Stock Purchase Plan of Karyopharm Therapeutics Inc. of our reports dated February 28, 2019, with respect to the consolidated financial statements of Karyopharm Therapeutics Inc., and the effectiveness of internal control over financial reporting of Karyopharm Therapeutics Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
February 28, 2019