

Cara Therapeutics, Inc.  
Form S-8  
March 27, 2015

As filed with the Securities and Exchange Commission on March 27, 2015

Registration No. 333-

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

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

**CARA THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**75-3175693**  
**(I.R.S. Employer Identification No.)**

**1 Parrott Drive**

**06484**

**Shelton, Connecticut**  
**(Address of principal executive office)** **(Zip Code)**  
**2014 Equity Incentive Plan**

**(Full title of the plans)**

**Derek Chalmers, Ph.D., D.Sc.**

**Chief Executive Officer**

**Cara Therapeutics, Inc.**

**1 Parrott Drive**

**Shelton, Connecticut 06484**

**(203) 567-1500**

**(Name, address and telephone number, including area code, of agent for service)**

*Copies to:*

**Babak Yaghmaie**

**Darren DeStefano**

**Cooley LLP**

**1114 Avenue of the Americas**

**New York, NY 10036-7798**

**(212) 479-6000**

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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. (Check one):

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	Proposed	Proposed	Amount of Registration Fee
		Amount	Maximum	
	To Be	Offering Price	Aggregate	
	Registered (1)	Per Share	Offering Price	Registration Fee
Common Stock, \$0.001 par value per share	684,061 (2)	\$10.27 (3)	\$7,025,306	\$816.34

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Represents additional shares of the Registrant's common stock reserved for issuance under the Registrant's 2014 Equity Incentive Plan resulting from the automatic annual increase on January 1 of each year from January 1, 2015 through January 1, 2024 by the lesser of (a) 3% of the total number of shares of the Registrant's Common Stock outstanding on December 31 of the preceding calendar year and (b) a number of shares determined by the Registrant's board of directors.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant's common stock as reported on the Nasdaq Global Market on March 23, 2015.

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**REGISTRATION OF ADDITIONAL SHARES**

**PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Cara Therapeutics, Inc. (the *Registrant* ) is filing this Registration Statement with the Securities and Exchange Commission (the *Commission* ) to register 684,061 additional shares of Common Stock under the Registrant's 2014 Equity Incentive Plan, pursuant to the provisions of the 2014 Equity Incentive Plan providing for an automatic increase in the number of shares reserved and available for issuance under the 2014 Equity Incentive Plan on January 1, 2015.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the Commission on February 12, 2014 (Registration No. 333-193905). 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.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description of Document</b>
3.1	Amended and Restated Certificate of Incorporation (1)
3.2	Amended and Restated Bylaws (2)
4.1	Specimen Common Stock Certificate (3)
4.2	2014 Equity Incentive Plan. (4)
4.3	Form of Stock Option Agreement under 2014 Equity Incentive Plan (5)
4.4	Form of Restricted Stock Unit Award under 2014 Equity Incentive Plan (6)
5.1	Opinion of Cooley LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Cooley LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

- (1) Filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36279) filed with the Securities and Exchange Commission on February 7, 2014 and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36279) filed with the Securities and Exchange Commission on February 7, 2014 and incorporated herein by reference.
- (3) Filed as Exhibit 4.1 to Pre-effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-192230) filed with the Securities and Exchange Commission on January 17, 2014 and incorporated herein by reference.

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- (4) Filed as Exhibit 10.3 to Pre-effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-192230) filed with the Securities and Exchange Commission on January 17, 2014 and incorporated herein by reference.

- (5) Filed as Exhibit 10.3.1 to Pre-effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-192230) filed with the Securities and Exchange Commission on January 17, 2014 and incorporated herein by reference.
- (6) Filed as Exhibit 10.3.2 to Pre-effective Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (Registration No. 333-192230) filed with the Securities and Exchange Commission on January 17, 2014 and incorporated herein by reference.

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**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 Town of Shelton, State of Connecticut, on March 27, 2015.

**CARA THERAPEUTICS, INC.**

By: /s/ Derek Chalmers  
 Derek Chalmers, Ph.D., D.Sc.  
 Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each of the persons whose names appear below constitutes and appoints Derek Chalmers and Josef Schoell, and each of them, such person's true and lawful attorney in fact and agent, with full power of substitution and re-substitution, for such person and in his or her name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this Registration Statement (or any other registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the U.S. Securities Act of 1933), and to file the same, together with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, and such other agencies, offices and persons as may be required by applicable law, granting unto said attorney in fact and agent, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

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.

/s/ Derek Chalmers Derek Chalmers	Chief Executive Officer and Director (Principal Executive Officer)	March 27, 2015
/s/ Josef Schoell Josef Schoell	Chief Financial Officer (Principal Financial and Accounting Officer)	March 27, 2015
/s/ Harrison M. Bains Harrison M. Bains	Director	March 27, 2015
/s/ Jeffrey L. Ives Jeffrey L. Ives	Director	March 27, 2015
/s/ Dean Slagel Dean Slagel	Director	March 27, 2015
/s/ Martin Vogelbaum Martin Vogelbaum	Director	March 27, 2015

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**EXHIBIT INDEX**

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