

AVEO PHARMACEUTICALS INC  
Form S-1MEF  
March 11, 2010

As filed with the Securities and Exchange Commission on March 11, 2010

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-1

## REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

# AVEO PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)  
75 Sidney Street

**04-3581650**  
(I.R.S. Employer  
Identification Number)

Cambridge, Massachusetts 02139

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(617) 299-5000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Tuan Ha-Ngoc**

**Chief Executive Officer**

**AVEO Pharmaceuticals, Inc.**

**75 Sidney Street**

**Cambridge, Massachusetts 02139**

(617) 299-5000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Steven D. Singer, Esq.**

**Joseph D. Vittiglio, Esq.**

**Patrick O'Brien, Esq.**

**Cynthia T. Mazareas, Esq.**

**Vice President, Corporate Counsel**

**Paul M. Kinsella, Esq.**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**AVEO Pharmaceuticals, Inc.**

**Ropes & Gray LLP**

**60 State Street**

**75 Sidney Street**

**One International Place**

**Boston, Massachusetts 02109**

**Cambridge, Massachusetts 02139**

**Boston, Massachusetts 02110**

**(617) 526-6000**

**(617) 299-5000**

**(617) 951-7000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-163778

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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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 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
Common Stock, \$0.001 par value per share	2,300,000 shares	\$9.00	\$20,700,000	\$1,476

- (1) Includes 300,000 shares which the Underwriters have the option to purchase from the Registrant to cover over-allotments, if any.  
 (2) Estimated in accordance with Rule 457(a).

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of AVEO Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-163778), which was declared effective by the Commission on March 11, 2010, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 11<sup>th</sup> day of March, 2010.

AVEO PHARMACEUTICALS, INC.

By: /s/ TUAN HA-NGOC  
 Name: **Tuan Ha-Ngoc**  
 Title: **Chief Executive Officer**

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
/s/ TUAN HA-NGOC	Chief Executive Officer and Director	March 11, 2010
<b>Tuan Ha-Ngoc</b>	<i>(Principal Executive Officer)</i>	
/s/ DAVID JOHNSTON	Chief Financial Officer	March 11, 2010
<b>David Johnston</b>	<i>(Principal Financial and Accounting Officer)</i>	
*		
<b>Kenneth M. Bate</b>	Director	March 11, 2010
*		
<b>Douglas G. Cole</b>	Director	March 11, 2010
*		
<b>Ronald A. DePinho</b>	Director	March 11, 2010
*		
<b>Anthony B. Evnin</b>	Director	March 11, 2010
*		
<b>Nicholas Galakatos</b>	Director	March 11, 2010
*		
<b>Russell Hirsch</b>	Director	March 11, 2010
*		
<b>Raju Kucherlapati</b>	Director	March 11, 2010
*	Director	March 11, 2010

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**Kenneth E. Weg**

\*

**Robert C. Young**

Director

March 11, 2010

\* By: /s/ TUAN HA-NGOC  
**Tuan Ha-Ngoc**  
**Attorney-in-fact**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of WilmerHale
23.1	Consent of WilmerHale (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1*	Powers of Attorney

\* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-163778) filed with the Commission on December 16, 2009.