

IMMUNE DESIGN CORP.
Form S-8 POS
April 02, 2019

As filed with the Securities and Exchange Commission on April 2, 2019

Registration No. 333-203143

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

Post-Effective Amendment No. 1

to

FORM S-8

REGISTRATION STATEMENT NO. 333-203143

UNDER

THE SECURITIES ACT OF 1933

IMMUNE DESIGN CORP.

(Exact name of registrant as specified in its charter)

Delaware

1616 Eastlake Ave. E., Suite 310

26-2007174

Seattle, Washington 98102

(206) 682-0645

**(State or other jurisdiction
of incorporation)**

**(Address of principal executive
offices including zip code)**

**(I.R.S. Employer
Identification Number)**

Immune Design Corp. 2014 Omnibus Incentive Plan

Immune Design Corp. 2014 Employee Stock Purchase Plan

(Full title of the plan)

Copies to:

Geralyn Ritter

Barbara L. Becker

Secretary

Sae Muzumdar

Immune Design Corp.

Gibson, Dunn & Crutcher LLP

1616 Eastlake Ave. E., Suite 310

200 Park Avenue

Seattle, Washington 98102

New York, NY 10166-0193

(Name and address of agent for service)

(206) 682-0645

(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

Accelerated filer

Non-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.

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to the following Registration Statement on Form S-8 (the Registration Statement) filed by Immune Design Corp., a Delaware corporation (the Company) with the Securities and Exchange Commission:

Registration No. 333-203143, filed on March 31, 2015, registering (i) 675,152 shares of common stock of the Company, \$0.001 par value per share (the common stock), in connection with the Company s 2014 Omnibus Incentive Plan and (ii) 168,788 shares of common stock in connection with the Company s 2014 Employee Stock Purchase Plan.

Pursuant to the Agreement and Plan of Merger, dated as of February 20, 2019 (the Merger Agreement), by and among the Company, Merck Sharp & Dohme Corp., a New Jersey corporation (the Parent) and Cascade Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of Parent (the Purchaser), the Purchaser merged with and into the Company, with the Company continuing as the surviving corporation and a direct wholly owned subsidiary of Parent. As a result of the transactions contemplated by the Merger Agreement, the Company has terminated all offerings of its securities pursuant to the Registration Statement and hereby removes and withdraws from registration all securities registered pursuant to the Registration Statement that remain unsold as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kenilworth, in the State of New Jersey, on this 2nd day of April, 2019.

**IMMUNE DESIGN CORP.
(REGISTRANT)**

By: /s/ Faye C. Brown

Name: Faye C. Brown

Title: Assistant Secretary

Pursuant to the Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment No. 1 to the Registration Statement.