

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARQULE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-3221586
(I.R.S. Employer
Identification Number)

**One Wall Street
Burlington, Massachusetts 01803
(781) 994-0300**
(Address of Principal Executive Offices; Zip Code)

ArQule, Inc. 2014 Equity Incentives Plan
(Full title of the plan)

PAOLO PUCCI
Chief Executive Officer
ArQule, Inc.
One Wall Street
Burlington, Massachusetts 01803
(781) 994-0300
(Telephone number, including area code, of agent for service)

Copies to:

PETERS S. LAWRENCE
President and Chief Operating Officer
ArQule, Inc.
One Wall Street
Burlington, Massachusetts 01803
(781) 994-0300

RICHARD E. BALTZ
Arnold & Porter
601 Massachusetts Ave., N.W.
Washington, D.C. 20001
(202) 942-5124

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 Each Class of Securities to be Registered	Amount to be Registered⁽¹⁾⁽²⁾	Proposed Maximum Offering Price Per Share⁽³⁾	Proposed Maximum Aggregate Offering Price⁽³⁾	Amount of Registration Fee⁽³⁾
Common Stock, par value \$0.01 per share	3,750,000	\$3.45	\$12,937,500	\$1,568.03

- (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 under the registrant’s 2014 Equity Incentives Plan, as amended (the “Plan”), by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of consideration that results in an increase in the number of the registrant’s outstanding shares of common stock.
- (2) Represents 3,750,000 additional shares of the registrant’s common stock reserved for issuance pursuant to the Plan. The Registrant previously registered for issuance under the Plan 3,750,000 shares of its Common Stock pursuant to a registration statement on Form S-8 (File No. 333-198884), filed with the Securities and Exchange Commission on September 23, 2014.
- (3) Estimated pursuant to Rule 457(h) of the Securities Act, solely for purposes of calculating the registration fee, which is the average of the high and low sales price of the registrant’s common stock as reported on the Nasdaq Global Market on November 27, 2018.
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REGISTRATION OF ADDITIONAL SECURITIES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 (this "Registration Statement") is being filed for the purpose of registering an additional 3,750,000 shares of ArQule, Inc. (the "Registrant") common stock, par value \$0.01 per share ("Common Stock"), reserved for issuance under the Registrant's 2014 Equity Incentives Plan, as amended (the "Plan"). The Registrant previously registered for issuance under the Plan 3,750,000 shares of its Common Stock pursuant to a registration statement on Form S-8 (File No. 333-198884), filed with the Securities and Exchange Commission (the "Commission") on September 23, 2014. The contents of the foregoing registration statement on Form S-8 are incorporated herein by reference. The documents containing the information specified in Part I of Form S-8 will be delivered to the participants in the Plan as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference herein, and shall be deemed to be part of, this Registration Statement:

- Our Annual Report on Form 10-K for the year ended December 31, 2017 filed with the Commission on March 5, 2018;
- Our Current Reports on Form 8-K filed with the Commission on February 7, 2018, February 22, 2018, April 17, 2018, May 10, 2018 and July 13, 2018;
- Our Quarterly Report on Form 10-Q for the quarters ending March 31, 2018, June 30, 2018 and September 30, 2018 filed with the Commission on May 7, 2018, August 1, 2018, and October 31, 2018, respectively; and
- The description of our common stock contained in our Registration Statement on Form 8-A, filed with the SEC on September 25, 1996, including any amendment or report filed for the purpose of updating such description.

All other documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, subsequent to the date of the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities registered hereunder have been sold, or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents. Any statement contained in a document 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 subsequently filed document that also 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. Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K, and exhibits furnished on such form that relate to such items, be deemed incorporated herein by reference unless such Form 8-K expressly provides for the contrary.

Item 8. Exhibits.

A list of exhibits filed with this Registration Statement is set forth in the Exhibit Index and is 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 Burlington, Commonwealth of Massachusetts, on November 29, 2018.

ARQULE, INC.

By: /s/ Paolo Pucci
Paolo Pucci
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT that each person whose signature appears below constitutes and appoints each of Paolo Pucci and Peter S. Lawrence as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including pre-effective and post-effective amendments, exhibits thereto and other documents in connection therewith) to this registration statement on Form S-8 with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, proxies and agents or any of them, or their, his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ Paolo Pucci</u> Paolo Pucci	Chief Executive Officer and Director (Principal Executive Officer)	November 29, 2018
<u>/s/ Peter S. Lawrence</u> Peter S. Lawrence	President and Chief Operating Officer (Principal Financial Officer)	November 29, 2018
<u>/s/Robert J. Weiskopf</u> Robert. J. Weiskopf	Chief Financial Officer and Treasurer (Principal Accounting Officer)	November 29, 2018
<u>/s/ Patrick J. Zenner</u> Patrick J. Zenner	Director — Chairman of the Board	November 29, 2018

/s/ Timothy C. Barabe
Timothy C. Barabe

Director

November 29, 2018

/s/ Susan L. Kelley
Susan L. Kelley

Director

November 29, 2018

/s/ Ronald M. Lindsay
Ronald M. Lindsay

Director

November 29, 2018

/s/ Michael D. Loberg
Michael D. Loberg

Director

November 29, 2018

/s/ William G. Messenger
William G. Messenger

Director

November 29, 2018

/s/ Ran Nussbaum
Ran Nussbaum

Director

November 29, 2018

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
<u>Exhibit 5</u>	<u>Opinion of Arnold & Porter Kaye Scholer LLP (filed herewith)</u>
<u>Exhibit 23.1</u>	<u>Consent of Arnold & Porter Kaye Scholer LLP (included in Exhibit 5)</u>
<u>Exhibit 23.2</u>	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm (filed herewith)</u>
<u>Exhibit 24</u>	<u>Powers of Attorney of certain officers and directors of ArQule, Inc. (included on the signature page to this Registration Statement)</u>

Arnold & Porter

November 29, 2018

ArQule, Inc.
One Wall Street
Burlington, MA 01803

Re: 2014 Equity Incentives Plan
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to ArQule, Inc., a Delaware corporation (the “Company”), in connection with 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 “Act”), relating to the registration by the Company of an additional 3,750,000 shares of the Company’s common stock, \$0.01 par value per share (the “Shares”), issuable under the ArQule, Inc. 2014 Equity Incentives Plan (the “Plan”).

In connection with rendering this opinion, we have examined (i) the Registration Statement, (ii) the Plan, (iii) such corporate records of the Company that we have considered appropriate, including a copy of the certificate of incorporation, as amended, and by-laws, as amended, of the Company, (iv) certificates of the officers of the Company and of public officials, and (v) such other information that we deemed relevant and necessary as a basis for the opinions expressed below.

In stating our opinion, we have assumed that: (i) all signatures are genuine, all documents submitted to us as originals are authentic, and all documents submitted to us as copies conform to authentic original documents; (ii) the parties to such documents have the legal right and power under all applicable laws, regulations and agreements to enter into, execute, deliver and perform their respective obligations thereunder; (iii) upon issuance of the Shares, the total number of shares of common stock issued and outstanding will not exceed the total number of shares of common stock that the Company is then authorized to issue and (iv) the Shares will be issued in accordance with the terms of the Plan.

Arnold & Porter

ArQule, Inc.
November 29, 2018
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Based on the foregoing, but subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares registered pursuant to the Registration Statement to be issued by the Company have been duly authorized and, when issued, delivered and paid for in accordance with the terms of the Plan and the applicable award agreement for consideration in an amount at least equal to the par value of such Shares, will be validly issued, fully paid and non-assessable.

Our opinion is limited solely to the laws of the United States of America and the corporate laws of the State of Delaware, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. In rendering the opinion set forth herein, we have relied upon the documents provided by the Company as referenced above and have made no independent verification or investigation of factual matters pertaining thereto or to the Company.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur that could affect the opinions contained herein. This opinion is for your benefit in connection with the filing of the Registration Statement.

We hereby consent to the use of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Arnold & Porter Kaye Scholer LLP

Arnold & Porter Kaye Scholer LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ArQule, Inc. of our report dated March 5, 2018 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in ArQule, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
November 29, 2018
