

ARQULE INC  
Form S-8  
December 06, 2005

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**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

58-1959440

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

19 Presidential Way,  
Woburn, Massachusetts 01801  
(Address, including zip code, of principal executive offices)  
ArQule, Inc. 2005 Director Stock Compensation Plan

(Full title of the plan)

Dr. Stephen A. Hill  
President and Chief Executive Officer

ArQule, Inc.  
19 Presidential Way,  
Woburn, Massachusetts 01801  
(781) 994-0300

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

Copy to:  
Richard E. Baltz, Esq.  
Arnold & Porter  
555 12<sup>th</sup> Street, N.W.  
Washington, D.C. 20004  
(202) 942-5124

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)(3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$.01 par value	250,000	\$ 7.03	\$ 1,757,500	\$ 188.05

(1) Pursuant to  
Rule 416,  
promulgated  
under the

Securities Act of 1933, as amended, an additional undeterminable number of shares of Common Stock is being registered to cover any adjustment in the number of shares of Common Stock issuable pursuant to the anti-dilution provisions of the 2005 Director Stock Compensation Plan.

- (2) Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on December 1, 2005 on the Nasdaq National Market which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (3) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h).



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**EX-23.2 CONSENT OF PRICEWATERHOUSECOOPERS LLP**

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company (File No. 000-21429) with the Commission under the Securities Exchange Act of 1934, as amended ( Exchange Act ), are incorporated herein by reference:

- (a) The Company s Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Commission on March 16, 2005;
- (b) The Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission on April 29, 2005;
- (c) The Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed with the Commission on August 5, 2005;
- (d) The Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed with the Commission on November 4, 2005;
- (e) The Company s Current Reports on Form 8-K filed with the Commission on January 24, 2005, January 25, 2005, January 31, 2005, February 18, 2005, April 7, 2005, April 11, 2005, May 6, 2005, June 15, 2005; September 16, 2005, September 30, 2005, October 17, 2005, and November 17, 2005; and
- (f) The description of the Company s Common Stock contained in a registration statement on Form 8-A filed with the Commission on September 25, 1996, and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all Common Stock offered hereby has been sold or which deregisters such Common Stock then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and shall be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement 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 other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or so superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits**

- Exhibit 4 ArQule, Inc. 2005 Director Stock Compensation Plan.
- Exhibit 5 Opinion of Robert J. Connaughton, Jr., filed herewith.
- Exhibit 23.1 Consent of Robert J. Connaughton, Jr., included in the opinion filed as Exhibit 5 hereto.
- Exhibit 23.2 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm, filed herewith.
- Exhibit 24 Powers of Attorney of certain officers and directors of ArQule, Inc., filed herewith.
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Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Woburn, Commonwealth of Massachusetts, on December 5, 2005.

ARQULE, INC.

By: /s/ Stephen A. Hill  
 Stephen A. Hill  
 President and Chief Executive Officer

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:

Signature	Title	Date
/s/ Stephen A. Hill	President, Chief Executive Officer and Director (Principal Executive Officer)	December 5, 2005
Stephen A. Hill		
/s/ Louise A. Mawhinney	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Accounting and Financial Officer)	December 5, 2005
Louise A. Mawhinney		
/s/ Patrick J. Zenner	Chairman of the Board	December 5, 2005
Patrick J. Zenner		
/s/ Michael J. Astrue	Director	December 5, 2005
Michael J. Astrue		
/s/ Laura Avakian	Director	December 5, 2005
Laura Avakian		
/s/ Timothy C. Barabe	Director	December 5, 2005
Timothy C. Barabe		
/s/ Werner Cautreels	Director	December 5, 2005
Werner Cautreels		
/s/ Tuan Ha-Ngoc	Director	December 5, 2005
Tuan Ha-Ngoc		
/s/ Ronald M. Lindsay	Director	December 5, 2005
Ronald M. Lindsay		
/s/ William G. Messenger	Director	December 5, 2005
William G. Messenger		

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