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

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

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**Portola Pharmaceuticals, Inc.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
Incorporation or organization)

**20-0216859**  
(I.R.S. Employer  
Identification No.)

**270 E. Grand Avenue**  
**South San Francisco, California 94080**  
**(650) 246-7300**  
(Address of principal executive offices) (Zip code)

**Portola Pharmaceuticals, Inc. 2013 Equity Incentive Plan**  
**Portola Pharmaceuticals, Inc. Inducement Plan**  
(Full title of the plan)

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**John Moriarty**  
**Executive Vice President and General Counsel**  
**Portola Pharmaceuticals, Inc.**  
**270 E. Grand Avenue**  
**South San Francisco, California 94080**  
**(650) 246-7300**  
(Name and address of agent for service) (Telephone number, including area code, of agent for service)

*Copies to:*  
**Kenneth L. Guernsey**  
**Sally A. Kay**  
**Cooley LLP**  
**101 California Street, 5<sup>th</sup> Floor**  
**San Francisco, CA 94111**  
**(415) 693-2000**

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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.

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.001 per share	3,330,886 (2)(3)	\$24.85 (5)	\$82,772,518 (5)	\$10,033
Common Stock, par value \$0.001 per share	1,000,000 (4)	\$24.85 (5)	\$24,850,000 (5)	\$3,012

- (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 common stock of Portola Pharmaceuticals, Inc. (the "Registrant") that become issuable under the 2013 Equity Incentive Plan (the "2013 Plan") and the Inducement Plan (the "Inducement Plan") set forth herein by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's common stock.
- (2) Represents additional shares of the Registrant's common stock reserved for future issuance under the 2013 Plan by reason of the automatic increase provision of the 2013 Plan.
- (3) The number of shares reserved for issuance under the 2013 Plan will automatically increase on January 1st each year, starting on January 1, 2014 and continuing through January 1, 2023, by the lesser of (a) five percent (5%) of the total number of shares of the Registrant's common stock outstanding on December 31st of the immediately preceding calendar year and (b) a number determined by the Registrant's board of directors.
- (4) Represents additional shares of the Registrant's common stock reserved for future issuance under the Portola Pharmaceuticals, Inc. Inducement Plan.
- (5) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Act. The offering price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq Global Select Market on August 2, 2019.

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## EXPLANATORY NOTE

Portola Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 for the purpose of registering (i) an additional 3,330,886 shares of its common stock, par value \$0.001 per share (the “Common Stock”), issuable to eligible persons under the 2013 Equity Incentive Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on [May 31, 2013](#) (File No. 333-188996), Form S-8 filed on [May 12, 2014](#) (File No. 333-195897), Form S-8 filed on [March 2, 2015](#) (File No. 333-202439), Form S-8 filed on [February 29, 2016](#) (File No. 333-209810), Form S-8 filed on [March 21, 2017](#) (File No. 333-216861) and Form S-8 filed on [June 8, 2018](#) (File No. 333-225540), and (ii) an additional 1,000,000 shares of its common stock, par value \$0.001 per share (the “Common Stock”), issuable to eligible persons under the Registrant’s Inducement Plan, which Common Stock is in addition to the shares of Common Stock registered on the Registrant’s Form S-8 filed on [November 9, 2017](#) (File No. 333-221482) (all such Forms S-8, collectively, the “Prior Form S-8s”).

## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Prior Form S-8s are incorporated by reference into this Registration Statement. In addition, the following documents filed by the Registrant with the SEC are incorporated by reference into this Registration Statement:

1. The Registrant’s latest Annual Report on [Form 10-K](#) filed with the SEC on March 1, 2019.
2. The Company’s Quarterly Report on [Form 10-Q](#) for the fiscal quarter ended March 31, 2019, filed on May 8, 2019.
3. The Company’s Quarterly Report on [Form 10-Q](#) for the quarter ended June 30, 2019, filed on August 7, 2019.
4. The Company’s Current Reports on Form 8-K filed with the SEC on [March 20, 2019](#), [April 25, 2019](#), and [June 14, 2019](#).
5. All other reports filed pursuant to Section 13(a) or 15 (d) of the Securities Exchange Act of 1934, as amended, since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above.
6. The description of the Registrant’s Common Stock contained in the Registrant’s registration statement on [Form 8-A](#) filed with the Commission on May 17, 2013, including any amendments or reports filed for the purpose of updating such description.

All other reports and documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports furnished under Item 2.02 or Item 7.01 of Form 8-K and exhibits furnished on such form that relate to such items) on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such reports and 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.

### ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

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**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 145 of the Delaware General Corporation Law, as amended (the “DGCL”), authorizes a court to award, or a corporation’s board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

The Registrant’s amended and restated certificate of incorporation that is currently in effect provides for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL, and the Registrant’s amended and restated bylaws that is currently in effect provide for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by the DGCL.

The Registrant has entered into and expects to continue to enter into agreements to indemnify its directors and executive officers. With certain exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys’ fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or proceeding.

The Registrant maintain insurance policies that indemnify its directors and officers against various liabilities arising under the Exchange Act that might be incurred by any director or officer in his capacity as such.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS**

Exhibit Number	Exhibit Description	Incorporation By Reference			
		Form	SEC File No.	Exhibit	Filing Date
4.1	<a href="#">Amended and Restated Certificate of Incorporation of Portola Pharmaceuticals, Inc.</a>	8-K	001-35935	3.1	5/28/2013
4.2	<a href="#">Amended and Restated Bylaws of Portola Pharmaceuticals, Inc.</a>	8-K	001-35935	3.2	5/28/2013
4.3	<a href="#">Certificate of Amendment of the Restated Certificate of Incorporation.</a>	8-K	001-35935	3.1	6/11/2018
4.4	<a href="#">Form of Common Stock Certificate of Portola Pharmaceuticals, Inc.</a>	8-K	001-35935	4.1	5/17/2013
5.1*	<a href="#">Opinion of Cooley LLP.</a>				
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>				
23.2*	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>				
24.1*	<a href="#">Power of Attorney (included on the signature page of this Form S-8).</a>				
99.1	<a href="#">Portola Pharmaceuticals, Inc. 2013 Equity Incentive Plan and Form of Stock Option Agreement and Form of Stock Option Grant Notice thereunder.</a>	S-1	333-187901	10.3	4/12/2013
99.2	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Award Agreement—2013 Equity Incentive Plan.</a>	10-K	001-35935	10.25	3/02/2015
99.3	<a href="#">Form of Performance Stock Unit Award Grant Notice and Award Agreement—2013 Equity Incentive Plan.</a>	10-K	001-35935	10.26	2/29/2016
99.4	<a href="#">Form of Stock Option Grant Notice for Non-Employees —2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.28	8/09/2016
99.5	<a href="#">Form of Performance Stock Option Grant Notice —2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.29	8/09/2016
99.6	<a href="#">Form of Restricted Stock Unit Award Grant Notice and Award Agreement for Directors—2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.30	8/09/2016
99.7	<a href="#">Form of Restricted Stock Unit Award Grant Notice for Officers —2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.31	8/09/2016
99.8	<a href="#">Form of Performance Stock Unit Award Grant Notice —2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.32	8/09/2016
99.9	<a href="#">Market Based Performance Stock Unit Award Grant Notice—2013 Equity Incentive Plan.</a>	10-Q	001-35935	10.33	8/09/2016
99.10	<a href="#">Portola Pharmaceuticals, Inc. Amended and Restated Inducement Plan.</a>	10-Q	001-35935	10.28	3/1/2019
99.11	<a href="#">Form of Stock Option Grant Notice – Inducement Plan.</a>	10-Q	001-35935	10.40	11/9/2017
99.12	<a href="#">Form of Stock Option Grant Notice for Officers – Inducement Plan.</a>	10-Q	001-35935	10.41	11/9/2017
99.13	<a href="#">Form of Option Agreement – Inducement Plan.</a>	10-Q	001-35935	10.42	11/9/2017
99.14	<a href="#">Form of Restricted Stock Unit Award Grant Notice – Inducement Plan.</a>	10-Q	001-35935	10.43	11/9/2017
99.15	<a href="#">Form of Restricted Stock Unit Award Grant Notice for Officers – Inducement Plan.</a>	10-Q	001-35935	10.44	11/9/2017
99.16	<a href="#">Form of Award Agreement – Inducement Plan.</a>	10-Q	001-35935	10.45	11/9/2017

\* Filed herewith

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## ITEM 9. UNDERTAKINGS

1. The undersigned Registrant hereby undertakes:
  - (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
    - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;  
*Provided, however,* that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference herein.
  - (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
  - (c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 city of South San Francisco, State of California, on August 7, 2019.

### PORTOLA PHARMACEUTICALS, INC.

By: /s/ Mardi C. Dier  
Mardi C. Dier  
Executive Vice President, Chief Financial Officer and  
Chief Business Officer

## POWER OF ATTORNEY

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Scott Garland, Mardi C. Dier and John Moriarty, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, 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 and agents, or any of them, or their or his or her substitutes or substitute, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott Garland</u> Scott Garland	Chief Executive Officer and Director (Principal Executive Officer)	August 7, 2019
<u>/s/ Mardi C. Dier</u> Mardi C. Dier	Executive Vice President, Chief Financial Officer and Chief Business Officer (Principal Financial and Accounting Officer)	August 7, 2019
<u>/s/ Hollings C. Renton</u> Hollings C. Renton	Chairman of the Board of Directors	August 7, 2019
<u>/s/ Jeffrey W. Bird</u> Jeffrey W. Bird, M.D., Ph.D.	Director	August 7, 2019
<u>/s/ Laura Brege</u> Laura A. Brege	Director	August 7, 2019
<u>/s/ Dennis Fenton</u> Dennis Fenton, Ph.D.	Director	August 7, 2019
<u>/s/ John H. Johnson</u> John H. Johnson	Director	August 7, 2019
<u>/s/ David C. Stump</u> David C. Stump, M.D.	Director	August 7, 2019
<u>/s/ H. Ward Wolff</u> H. Ward Wolff	Director	August 7, 2019



Kenneth L. Guemsey  
+1 415 693 2091  
kguemsey@cooley.com

August 7, 2019

Portola Pharmaceuticals, Inc.  
270 E. Grand Avenue  
South San Francisco, California 94080

Ladies and Gentlemen:

We have acted as counsel to Portola Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), and you have requested our opinion in connection with the filing of a registration statement on Form S-8 (the "**Registration Statement**") with the Securities and Exchange Commission covering the offering of up to 4,330,886 shares of the Company's Common Stock, \$0.001 par value, consisting of (a) 3,330,886 Shares of Common Stock (the "**2013 Shares**") pursuant to the Company's 2013 Equity Incentive Plan (the "**2013 Plan**") and (b) 1,000,000 shares of Common Stock (the "**Inducement Shares**") issuable under the Amended and Restated Inducement Plan (the "**Inducement Plan**" and together with the 2013 Plan, the "**Plans**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and related prospectuses, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect, (c) the Plans and (d) originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as we deem necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought to independently verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and we express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the 2013 Shares and the Inducement Shares, when sold and issued in accordance with the 2013 Plan and the Inducement Plan, respectively, the Registration Statement and related prospectuses, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130  
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM



August 7, 2019  
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We consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Kenneth L. Guemsey  
Kenneth L. Guemsey

COOLEY LLP 3175 HANOVER STREET PALO ALTO, CA 94304-1130  
T: (650) 843-5000 F: (650) 849-7400 COOLEY.COM

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Portola Pharmaceuticals, Inc. 2013 Equity Incentive Plan and the Portola Pharmaceuticals, Inc. Inducement Plan of our reports dated March 1, 2019, with respect to the consolidated financial statements of Portola Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Portola Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2018, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Redwood City, California  
August 7, 2019