

INOVIO PHARMACEUTICALS, INC.  
Form S-8  
May 20, 2011

As filed with the Securities and Exchange Commission on May 19, 2011

Registration No. 333-\_\_\_\_\_

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

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

**Inovio Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

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

**33-0969592**  
(I.R.S. employer  
identification no.)

**Blue Bell, Pennsylvania**  
(Address of principal executive offices)

**19422**  
(Zip code)

**2007 Omnibus Incentive Plan**

(Full title of the plan)

**J. Joseph Kim, Ph.D.**

**President and Chief Executive Officer**

**Inovio Pharmaceuticals, Inc.**

**1787 Sentry Parkway West**

**Building 18, Suite 400**

**Blue Bell, Pennsylvania 19422**

**(267) 440-4200**

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

*Copy to:*

**John W. Kauffman, Esq.**

**Duane Morris LLP**

**30 South 17th Street**

**Philadelphia, PA 19103**

**(215) 979-1227**

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.

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|                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/>            |

## CALCULATION OF REGISTRATION FEE

| Title of securities<br>to be registered | Amount<br>to be<br>registered(1)(2) | Proposed<br>maximum<br>offering price<br>per share(3) | Proposed<br>maximum<br>aggregate<br>offering price(3) | Amount of<br>registration fee(1) |
|---|-------------------------------------|---|---|----------------------------------|
| Common Stock, \$0.001 par value         | 2,055,331 shares                    | N/A   | <u>\$1,777,862</u>                                    | <u>\$206.41</u>                  |

- (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 securities that may be offered or issued in connection with any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the outstanding number of shares of Common Stock.
- (2) Represents 2,055,331 additional shares of Common Stock authorized to be issued under the Registrant's 2007 Omnibus Incentive Plan (the 2007 Plan). The Registrant previously registered shares available for issuance under the 2007 Plan on registration statements on Form S-8 filed with the Securities and Exchange Commission on May 14, 2007, May 9, 2008, August 26, 2009 and May 18, 2010 (Registration Nos. 333-142938, 333-150769, 333-161559 and 333-166906, respectively).
- (3) This estimate is made pursuant to Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The fee is calculated on the basis of the average of the high and low sale prices for the Registrant's Common Stock as reported on the NYSE Amex on May 18, 2011.

INTRODUCTORY NOTE

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8 this registration statement hereby incorporates by reference the contents of the registration statements on Form S-8 the Registrant filed on May 14, 2007, May 9, 2008, August 26, 2009 and May 18, 2010 with respect to the Registrant's 2007 Omnibus Incentive Plan (Registration Nos. 333-142938, 333-150769, 333-161559 and 333-166906, respectively.)

Item 8. Exhibits.

| Exhibit No. | Description of Exhibit                                   |
|-------------|--|
| 5.1         | Opinion of Duane Morris LLP                              |
| 23.1        | Consent of Independent Registered Public Accounting Firm |
| 23.2        | Consent of Duane Morris LLP (included in Exhibit 5.1)    |
| 24.1        | Powers of Attorney (included in signature pages)         |

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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 Blue Bell, Pennsylvania on May 19, 2011.

INOVIO PHARMACEUTICALS, INC.

By: /s/ J. Joseph Kim  
J. Joseph Kim

President and Chief Executive Officer

Know all men by these presents, that each person whose signature appears below constitutes and appoints J. Joseph Kim and Peter Kies, and each or either of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution, for such person, and in such person's name, place and stead, in any and all capacities to sign any or all amendments or 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature         | Title   | Date         |
|-------------------|---|--------------|
| /s/ Avtar Dhillon | Executive Chairman  | May 19, 2011 |
| Avtar Dhillon     |   |              |
| /s/ J. Joseph Kim | President, Chief Executive Officer and Director (principal executive officer) | May 19, 2011 |
| J. Joseph Kim     |   |              |

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| Signature                              | Title  | Date         |
|--|--|--------------|
| /s/ Peter Kies<br>Peter Kies           | Chief Financial Officer (principal financial and principal accounting officer) | May 19, 2011 |
| /s/ Simon X. Benito<br>Simon X. Benito | Director   | May 19, 2011 |
| Morton Collins                         | Director   |              |
| /s/ Keith H. Wells<br>Keith H. Wells   | Director   | May 19, 2011 |

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