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

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

OncoGenex Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4343413
(I.R.S. Employer
Identification No.)

19820 North Creek Parkway, Suite 201, Bothell, Washington
(Address of Principal Executive Offices)

98011
(Zip Code)

OncoGenex Pharmaceuticals, Inc.
2010 Performance Incentive Plan
(Full title of the plan)

Scott Cormack
Chief Executive Officer
OncoGenex Pharmaceuticals, Inc.
19820 North Creek Parkway, Suite 201
Bothell, Washington 98011
(Name and address of agent for service)

(425) 686-1500
(Telephone number, including area code, of agent for service)

Copies to:

Alan C. Smith
James D. Evans
Fenwick & West LLP
1191 2nd Avenue, 10th Floor
Seattle, Washington, 98101
(206) 389-4510

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.001 par value per share	1,500,000 ⁽²⁾	\$2.58 ⁽³⁾	\$3,870,000 ⁽³⁾	\$450 ⁽³⁾

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the outstanding shares of the Registrant's common stock.
- (2) Represents an additional 1,500,000 shares of common stock reserved for issuance under the Registrant's 2010 Performance Incentive Plan.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant's common stock as reported by The NASDAQ Capital Market on August 20, 2015.
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REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, OncoGenex Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register an additional 1,500,000 shares of common stock under the Registrant’s 2010 Performance Incentive Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on August 7, 2014 (Registration No. 333-197937).

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
4.1	Second Amended and Restated Certificate of Incorporation of OncoGenex Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 29, 2013)
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of OncoGenex Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed with the Commission on May 22, 2015)
4.3	Fifth Amended and Restated Bylaws of OncoGenex Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant’s Quarterly Report on Form 10-Q filed with the Commission on August 2, 2012)
5.1	Opinion of Fenwick & West LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of Fenwick & West LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this Form S-8)
99.1	OncoGenex Pharmaceuticals, Inc. 2010 Performance Incentive Plan (incorporated by reference to Appendix A to the Registrant’s Definitive Proxy Statement on Schedule 14A as filed with the Commission on April 16, 2015)

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 Seattle, State of Washington, on August 25, 2015.

ONCOGENEX PHARMACEUTICALS, INC.

By: /s/ Scott Cormack
Scott Cormack
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Scott Cormack as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent 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 for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott Cormack</u> Scott Cormack	Director, President and Chief Executive Officer (Principal Executive Officer)	August 25, 2015
<u>/s/ John Bencich</u> John Bencich	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 25, 2015
<u>/s/ Neil Clendeninn</u> Neil Clendeninn	Director	August 25, 2015
<u>/s/ Jack Goldstein</u> Jack Goldstein	Director	August 25, 2015
<u>/s/ Martin Mattingly</u> Martin Mattingly	Director	August 25, 2015
<u>/s/ Stewart Parker</u> Stewart Parker	Director	August 25, 2015
<u>/s/ David Smith</u> David Smith	Director	August 25, 2015

EXHIBIT INDEX

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1191 SECOND AVENUE, 10TH FLOOR SEATTLE, WA 98101
TEL: 206.389.4510 FAX: 206.389.4511 WWW.FENWICK.COM

August 25, 2015

OncoGenex Pharmaceuticals, Inc.
1522 217th Place SE, Suite 100
Bothell, Washington 98021

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by OncoGenex Pharmaceuticals, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about August 25, 2015 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 1,500,000 shares of the Company's Common Stock (the "**Stock**") that are subject to issuance by the Company upon the exercise or settlement of awards granted or to be granted under the Company's 2010 Performance Incentive Plan (the "**Plan**").

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Second Amended and Restated Certificate of Incorporation, as amended, certified by the Secretary of State of the State of Delaware on May 21, 2015 (the "**Restated Certificate**");
- (2) the Company's Fifth Amended and Restated Bylaws, certified by the Company's Secretary on June 18, 2013 (the "**Bylaws**");
- (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;
- (4) The prospectus prepared in connection with the Registration Statement (the "**Prospectus**");
- (5) Copies of minutes of meetings of, and actions by the written consent of, the Board of Directors, the Company's incorporator and the Company's stockholders provided to us by the Company relating to the adoption, approval, authorization and/or ratification of (i) the Restated Certificate, (ii) the Bylaws, (iii) the Registration Statement and the issuance of Stock by the Company pursuant to the Registration Statement, and (iv) the adoption and amendment of the Plan;
- (6) The stock records for the Company that the Company has provided to us (consisting of a list of the stockholders, optionholders and warrant holders of the Company that was prepared by the Company and provided to us as of August 21, 2015 and a list of any outstanding options, warrants or other rights to purchase the Company's capital stock, and verifying the number of such issued and outstanding securities and a certificate of Computershare Trust Company, N.A., the Company's transfer agent, dated August 24, 2015 regarding the Company's outstanding shares of Common Stock as of August 21, 2015);
- (7) A Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated August 24, 2015, stating that the Company is in good standing and has a legal corporate existence under the laws of the State of Delaware (the "**Certificate of Good Standing**"); and
- (8) A management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the "**Management Certificate**").

In our examination of documents for purposes of this opinion, we have relied on the accuracy of representations to us by officers of the Company with respect to the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, and the lack of any undisclosed termination, modification, waiver or amendment to any document referenced in clause (5) above to us.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the existing federal laws of the United States of America and the Delaware General Corporation Law and reported judicial decisions relating thereto.

Based upon the foregoing, it is our opinion that:

1. the Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and
2. the 1,500,000 shares of Stock that may be issued and sold by the Company upon the exercise or settlement of awards granted or to be granted under the Plan, when issued, sold and delivered in accordance with the Plan and Plan agreements entered into thereunder and in the manner and for the consideration stated in the Registration Statement and Prospectus, will be validly issued, nonassessable and, to our knowledge, fully paid.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2010 Performance Incentive Plan of OncoGenex Pharmaceuticals, Inc. of our reports dated March 26, 2015, with respect to the consolidated financial statements of OncoGenex Pharmaceuticals, Inc., and the effectiveness of internal control over financial reporting of OncoGenex Pharmaceuticals, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

Vancouver, Canada
August 25, 2015

/s/ Ernst & Young LLP
Chartered Accountants