

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1  
REGISTRATION STATEMENT**

*Under  
THE SECURITIES ACT OF 1933*

**TOKAI PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

2834  
(Primary Standard Industrial  
Classification Code Number)  
One Broadway, 14th floor  
Cambridge, MA 02142  
(617) 225-4305

20-1000967  
(I.R.S. Employer  
Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Jodie P. Morrison  
President and Chief Executive Officer  
Tokai Pharmaceuticals, Inc.  
One Broadway, 14th floor  
Cambridge, MA 02142  
(617) 225-4305

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

*Copies to:*

Stuart M. Falber, Esq.  
Glenn J. Luinburg, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP  
60 State Street  
Boston, Massachusetts 02109  
(617) 526-6000

Mitchell S. Bloom, Esq.  
Lawrence S. Wittenberg, Esq.  
Goodwin Procter LLP  
Exchange Place  
53 State Street  
Boston, Massachusetts 02109  
(617) 570-1000

**Approximate date of commencement of proposed sale to the public:**

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-198052

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 12b2 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**

Class of Securities To Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	1,242,000	\$15.00	\$18,630,000	\$2,400

(1) Includes 186,300 shares of common stock the underwriters have the option to purchase.

(2) Estimated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, solely on the basis of \$15.00 per share, the price to the public set forth on the cover page of the Registrant's prospectus dated September 16, 2014 relating to its initial public offering pursuant to a Registration Statement on Form S-1 (File No. 333-198052) filed by the Registrant.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, \$0.001 par value per share, of Tokai Pharmaceuticals, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$18,630,000.00. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-198052), which was declared effective by the Securities and Exchange Commission on September 16, 2014, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**Signatures**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 16<sup>th</sup> day of September, 2014.

**TOKAI PHARMACEUTICALS, INC.**

By: /s/ Jodie P. Morrison  
Jodie P. Morrison  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, 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/ Jodie P. Morrison</u> Jodie P. Morrison	President and Chief Executive Officer ( <i>Principal Executive Officer</i> )	September 16, 2014
<u>/s/ Lee H. Kalowski</u> Lee H. Kalowski	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	September 16, 2014
<u>*</u> Seth L. Harrison	Chairman	September 16, 2014
<u>*</u> Timothy J. Barberich	Director	September 16, 2014
<u>*</u> David A. Kessler	Director	September 16, 2014
<u>*</u> Joseph A. Yanchik, III	Director	September 16, 2014

\*By: /s/ Jodie P. Morrison  
Jodie P. Morrison  
Attorney-in-Fact

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)

\* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-198052) filed with the Commission on September 2, 2014.

WILMERHALE

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wilmerhale.com

September 16, 2014

Tokai Pharmaceuticals, Inc.  
One Broadway, 14<sup>th</sup> Floor  
Cambridge, MA 02142Re: Tokai Pharmaceuticals, Inc. – Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to you in connection with a Registration Statement on Form S-1 (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Rule 462(b) of the Securities Act, for the registration of 1,242,000 shares of Common Stock, par value \$0.001 per share, of Tokai Pharmaceuticals, Inc., a Delaware corporation (the “Company”) (the “Shares”), including Shares issuable upon exercise of an over-allotment option granted by the Company.

The Shares are to be sold by the Company pursuant to an underwriting agreement (the “Underwriting Agreement”) to be entered into by and among the Company and BMO Capital Markets Corp., Stifel, Nicolaus & Company, Incorporated and William Blair & Company, L.L.C., as representatives of the several underwriters named in the Underwriting Agreement, the form of which has been filed as Exhibit 1.1 to a Registration Statement on Form S-1 (File No. 333-198052) filed by the Company with the Securities and Exchange Commission.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Shares. We have examined signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, minutes of meetings and actions of the stockholders and the Board of Directors of the Company as provided to us by the Company, stock record books of the Company as provided to us by the Company, the Certificate of Incorporation and Bylaws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109

Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Tokai Pharmaceuticals, Inc.  
September 16, 2014  
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Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Stuart M. Falber  
Stuart M. Falber, a Partner

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of Tokai Pharmaceuticals, Inc., filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated May 2, 2014, except for the last paragraph of Note 16, as to which the date is August 29, 2014, relating to the consolidated financial statements of Tokai Pharmaceuticals, Inc., which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-198052). We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form S-1 as incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

September 16, 2014