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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 8, 2015

TOKAI PHARMACEUTICALS, INC.

(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36620
(Commission
File Number)

20-1000967
(IRS Employer
Identification No.)

One Broadway, 14th floor
Cambridge, MA 02142
(Address of Principal Executive Offices) (Zip Code)

Company's telephone number, including area code: (617) 225-4305

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 8, 2015, Stephen Buckley, Jr. was elected by the Board of Directors (the “Board”) of Tokai Pharmaceuticals, Inc., a Delaware corporation, (the “Company”) to the Board as a Class III director with a term expiring at the 2017 annual meeting of stockholders. The Board also elected Mr. Buckley to the Audit Committee of the Board and to serve as Chairman of the Committee.

Mr. Buckley spent 25 years as a partner of Ernst & Young LLP, where he led assurance and advisory teams serving public and private companies in life sciences and other technologies. Mr. Buckley ran Ernst & Young’s Life Sciences Industry Practice of New England from 1991 to 2006, and was Director of its New England Entrepreneurial Services Group from 1991 to 2001. He was previously a partner in the Boston, Massachusetts office of Arthur Young until its merger into Ernst & Young in 1989. Mr. Buckley is a member of the American Institute of CPAs. Mr. Buckley serves on the board of directors of Enanta Pharmaceuticals, Inc. and Mevion Medical Systems, Inc. Mr. Buckley received an A.B. from Bowdoin College and a Masters of Science in Accounting from Northeastern University.

Mr. Buckley has no family relationship with any of the executive officers or directors of the Company. There are no arrangements or understandings between Mr. Buckley and any other person pursuant to which he was elected as a director of the Company.

In accordance with the Company’s director compensation program, Mr. Buckley will receive (i) an annual cash retainer of \$35,000 for service on the Board and (ii) an annual cash retainer of \$15,000 for service as Chairman of the Audit Committee of the Board, each of which is payable quarterly in arrears. In addition, under the Company’s director compensation program, upon his election as a director, Mr. Buckley was granted an option on January 8, 2015 to purchase 25,000 shares of the Company’s common stock at an exercise price per share of \$14.49 (the “Initial Stock Option”). Subject to Mr. Buckley’s continued service on our board, this Initial Stock Option will vest with respect to one-third of the shares underlying the option on the first anniversary of the grant date and quarterly thereafter until the third anniversary of the date of grant. Under the Company’s director compensation program, Mr. Buckley will also receive an annual grant of an option to purchase 12,000 shares of common stock on the date of the first meeting of the Board held after each annual meeting of stockholders (the “Annual Stock Options”). Subject to Mr. Buckley’s continued service on our board, these Annual Stock Options will vest with respect to 100% of the shares on the first anniversary of the grant date. The Initial Stock Option and Annual Stock Options will vest in full with respect to the shares then underlying such options upon the occurrence of a change in control of the Company.

Also in connection with Mr. Buckley’s election to the Board, Mr. Buckley will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.13 to Amendment No. 1 to the Company’s Registration Statement on Form S-1 (File No. 333-198052) filed with the SEC on September 2, 2014. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Mr. Buckley for some expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of our directors.

A copy of the Company’s press release announcing Mr. Buckley’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed:

99.1 Press release issued by the Company on January 9, 2015

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release issued by the Company on January 9, 2015



Stephen Buckley, Jr. Appointed to Tokai Board of Directors

CAMBRIDGE, Mass.—(BUSINESS WIRE)—Jan. 9, 2015—[Tokai Pharmaceuticals, Inc.](#) (NASDAQ: TKAI), a clinical-stage biopharmaceutical company focused on developing novel therapies for prostate cancer and other hormonally driven diseases, today announced that Stephen Buckley, Jr. has joined the company's board of directors and will serve as chair of the audit committee.

"We are delighted to welcome Steve to our board of directors," stated Jodie Morrison, CEO of Tokai. "We believe Steve's extensive auditing, accounting and financial reporting experience combined with his strong track record of serving life sciences companies makes him a great addition to our board."

Mr. Buckley spent 25 years as a partner of Ernst & Young LLP, where he led assurance and advisory teams serving public and private companies in life sciences and other technologies. Mr. Buckley ran Ernst & Young's Life Sciences Industry Practice of New England from 1991 to 2006, and was Director of its New England Entrepreneurial Services Group from 1991 to 2001. He was previously a partner in the Boston, Massachusetts office of Arthur Young until its merger into Ernst & Young in 1989. Mr. Buckley is a member of the American Institute of CPAs. Mr. Buckley serves on the board of directors of Enanta Pharmaceuticals, Inc. and Mevion Medical Systems, Inc. Mr. Buckley received an A.B. from Bowdoin College and a Masters of Science in Accounting from Northeastern University.

"I am excited to be joining Tokai's board as galeterone is entering its Phase 3 trial in the first half of this year," stated Mr. Buckley. "I look forward to working with the board to help guide Tokai as it grows as a public company."

About Tokai Pharmaceuticals

Tokai Pharmaceuticals is a biopharmaceutical company focused on developing novel therapies for prostate cancer and other hormonally-driven diseases. The company's lead drug candidate, galeterone, is a highly selective, multi-targeted, oral small molecule drug candidate being developed for the treatment of patients with castration-resistant prostate cancer. The Company's ARDA drug discovery program is focused on the identification and evaluation of compounds that are designed to disrupt androgen receptor signaling through enhanced androgen receptor degradation and are targeted to patients with androgen receptor signaling diseases, including prostate cancer. For more information on the company and galeterone, please visit www.tokaipharma.com.

Forward-looking Statements

Any statements in this press release about future expectations, plans and prospects for the Company, including statements about the Company's strategy, future operations, intellectual property, cash resources, financial position and projected costs, and other statements containing the words "believes," "anticipates," "plans," "expects," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: whether the Company's cash resources will be sufficient to fund the Company's continuing operations for the period anticipated; whether data from early clinical trials will be indicative of the data that will be obtained from future clinical trials; whether galeterone will advance through the clinical trial process on the anticipated timeline and receive approval from the United States Food and Drug Administration or equivalent foreign regulatory agencies; whether the Company can establish companion diagnostics arrangements for its planned Phase 3 trial; whether, if galeterone obtains such approval, it will be successfully distributed and marketed; and other factors discussed in the "Risk Factors" section of the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2014. In addition, the forward-looking statements included in this press release represent the Company's views as of January 9, 2015. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to January 9, 2015.

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