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

FORM S-8
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)

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

225 State Street, 6th Floor
Boston, Massachusetts
(Address of Principal Executive Offices)

02109
(Zip Code)

2014 Stock Incentive Plan
(Full Title of the Plan)

Jodie P. Morrison
President and Chief Executive Officer
Tokai Pharmaceuticals, Inc.
255 State Street, 6th floor
Boston, Massachusetts 02109
(Name and Address of Agent for Service)

(617) 225-4305
(Telephone Number, Including Area Code, of Agent for Service)

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 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	903,885 shares	\$6.44 (2)	\$5,821,020 (2)	\$586.18

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Global Market on March 9, 2015.

EXPLANATORY NOTE

This Registration Statement on Form S-8, relating to the 2014 Stock Incentive Plan (the "2014 Plan") of Tokai Pharmaceuticals, Inc. (the "Registrant"), is being filed for the purpose of registering additional securities of the same class as other securities for which a Registration Statement on Form S-8 has previously been filed and is effective. Accordingly, this Registration Statement incorporates by reference the contents of (i) the Registration Statement on Form S-8, File No. 333-200413, filed with the Securities and Exchange Commission on November 20, 2014 by the Registrant relating to the 2014 Plan and (ii) the Registration Statement on Form S-8, File No. 333-203032, filed with the Securities and Exchange Commission on March 26, 2015 by the Registrant relating to the 2014 Plan, in each case except for Item 8, Exhibits, with respect to which the Exhibit Index immediately preceding the exhibits attached hereto is incorporated herein by reference.

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 Boston, Commonwealth of Massachusetts, on this 10th day of March, 2016.

TOKAI PHARMACEUTICALS, INC.

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

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Tokai Pharmaceuticals, Inc., hereby severally constitute and appoint Jodie P. Morrison, Lee H. Kalowski and Gerald E. Quirk, and each of them singly, our true and lawful attorneys with full power to any of them, and to each of them singly, to sign for us and in our names in the capacities indicated below the Registration Statement on Form S-8 filed herewith and any and all amendments to said Registration Statement, and generally to do all such things in our name and on our behalf in our capacities as officers and directors to enable Tokai Pharmaceuticals, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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, Chief Executive Officer and Director (Principal Executive Officer)	March 10, 2016
<u>/s/ Lee H. Kalowski</u> Lee H. Kalowski	Chief Financial Officer (Principal Financial and Accounting Officer)	March 10, 2016
<u>/s/ Seth L. Harrison</u> Seth L. Harrison	Chairman of the Board	March 10, 2016
<u>/s/ Timothy J. Barberich</u> Timothy J. Barberich	Director	March 10, 2016
<u>/s/ Stephen Buckley, Jr.</u> Stephen Buckley, Jr.	Director	March 10, 2016
<u>/s/ Cheryl L. Cohen</u> Cheryl L. Cohen	Director	March 10, 2016
<u>/s/ David A. Kessler</u> David A. Kessler	Director	March 10, 2016
<u>/s/ Joseph A. Yanchik, III</u> Joseph A. Yanchik, III	Director	March 10, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1(1)	Restated Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated Bylaws of the Registrant
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant
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 the signature page of this registration statement)
99.1(3)	2014 Stock Incentive Plan
(1)	Previously filed with the Securities and Exchange Commission on September 26, 2014 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-36620) and incorporated herein by reference.
(2)	Previously filed with the Securities and Exchange Commission on September 26, 2014 as Exhibit 3.2 to the Registrant's Current Report on Form 8-K (File No. 001-36620) and incorporated herein by reference.
(3)	Previously filed with the Securities and Exchange Commission on September 2, 2014 as Exhibit 10.5 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-198052), and incorporated herein by reference.

WILMERHALE

March 10, 2016

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+1 617 526 5000 (f)
wilmerhale.comTokai Pharmaceuticals, Inc.
255 State Street, 6th floor
Boston, MA 02109Re: 2014 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 903,885 additional shares of common stock, \$0.001 par value per share (the "Shares"), of Tokai Pharmaceuticals, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2014 Stock Incentive Plan (the "Plan").

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

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 certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

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.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

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.

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 Washington

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Based on 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 Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. 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, Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 10, 2016 relating to the consolidated financial statements, which appears in Tokai Pharmaceuticals, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015.

/s/ PricewaterhouseCoopers LLP
Boston, MA
March 10, 2016