

IDERA PHARMACEUTICALS, INC.

Form 10-K/A

October 09, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A
(Amendment No. 1)**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2008**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

**Commission File Number: 001-31918
IDERA PHARMACEUTICALS, INC.**

(Exact name of Registrant as specified in its certificate of incorporation)

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

**04-3072298
(I.R.S. Employer
Identification No.)**

**167 Sidney Street
Cambridge, Massachusetts
(Address of principal executive offices)**

**02139
(Zip Code)**

(617) 679-5500

**(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:**

Title of Class:

Name of Each Exchange on Which Registered:

**Common Stock, \$.001 par value
(Including Associated Preferred Stock Purchase
Rights)**

NASDAQ Global Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes No

The approximate aggregate market value of the voting stock held by non-affiliates of the registrant was \$321,536,000 based on the last sale price of the registrant's common stock as reported on the NASDAQ Global Market on June 30, 2008. As of February 26, 2009, the registrant had 23,422,525 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement with respect to the Annual Meeting of Stockholders to be held on June 16, 2009 are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

TABLE OF CONTENTS

Exhibit Index

SIGNATURE

EX-10.55 Amendment dated February 12, 2009 to the License Agreement

EX-31.3 Section 302 Certification of CEO

EX-31.4 Section 302 Certification of CFO

Table of Contents

EXPLANATORY NOTE

Idera Pharmaceuticals, Inc. (the Company) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2008, which was originally filed with the Securities and Exchange Commission on March 11, 2009 (the Annual Report), for the sole purpose of revising the portions of an exhibit for which the Company requested confidential treatment. The Exhibit Index is also being amended to add new officer certifications in accordance with Rule 13a-14(a) of the Exchange Act. This Amendment No. 1 continues to speak as of the date of the original filing of the Annual Report, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date.

Table of Contents**Exhibit Index**

| Exhibit Number | Description | Filed with this Form 10-K/A | Incorporated by Reference | | SEC File Number |
|-----------------------|--|--|----------------------------------|-----------------------------|----------------------------|
| | | | Form or Schedule | Filing Date with SEC | |
| 3.1 | Restated Certificate of Incorporation of Idera Pharmaceuticals, Inc., as amended. | | 10-Q | August 1, 2008 | 001-31918 |
| 3.2 | Amended and Restated Bylaws of Idera Pharmaceuticals, Inc. | | S-1 | November 6, 1995 | 33-99024 |
| 3.3 | Certificate of Ownership and Merger. | | 8-K | September 15, 2005 | 001-31918 |
| 4.1 | Specimen Certificate for shares of Common Stock, \$.001 par value, of Idera Pharmaceuticals, Inc. | | S-1 | December 8, 1995 | 33-99024 |
| 4.2 | Rights Agreement dated December 10, 2001 by and between Idera Pharmaceuticals, Inc. and Mellon Investor Services LLC, as rights agent. | | S-2 | October 10, 2003 | 333-109630 |
| 4.3 | Amendment No. 1 to Rights Agreement dated as of August 27, 2003 between the Company and Mellon Investor Services LLC, as rights agent. | | 8-K | August 29, 2003 | 000-27352 |
| 4.4 | Amendment No. 2 to Rights Agreement dated as of March 24, 2006 between the Company and Mellon Investor | | 8-K | March 29, 2006 | 001-31918 |

Edgar Filing: IDERA PHARMACEUTICALS, INC. - Form 10-K/A

| | | | | |
|------|--|--------|-------------------|-----------|
| | Services LLC, as rights agent. | | | |
| 4.5 | Amendment No. 3 to Rights Agreement dated January 16, 2007 between the Company and Mellon Investor Services, LLC, as rights agent. | 8-K | January 17, 2007 | 001-31918 |
| 10.1 | 2008 Stock Incentive Plan. | 8-K | June 10, 2008 | 001-31918 |
| 10.2 | 2005 Stock Incentive Plan, as amended | 10-Q | August 14, 2006 | 001-31918 |
| 10.3 | 1995 Stock Option Plan. | S-1 | November 6, 1995 | 33-99024 |
| 10.4 | 1995 Director Stock Option Plan. | 8-K | June 10, 2008 | 001-31918 |
| 10.5 | 1995 Employee Stock Purchase Plan, as amended. | 8-K | June 10, 2008 | 001-31918 |
| 10.6 | Employment Agreement dated October 19, 2005 between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal. | 10-Q | November 9, 2005 | 001-31918 |
| 10.7 | Amendment, dated December 17, 2008 to Employment Agreement by and between the Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal dated October 19, 2005. | 8-K | December 18, 2008 | 001-31918 |
| 10.8 | Employment Offer Letter dated November 8, 2007 by and between Idera Pharmaceuticals, Inc. and Louis J. Arcudi, III. | 10-K/A | December 24, 2008 | 001-31918 |
| 10.9 | Amendment dated December 17, 2008 to Employment Offer | 8-K | December 18, 2008 | 001-31918 |

Letter by and
between Idera
Pharmaceuticals, Inc.
and Louis J. Arcudi,
III, Dated
November 8, 2007.

| | | | | |
|-------|---|------|----------------|-----------|
| 10.10 | Non-Employee Director Compensation Program Effective January 1, 2008. | 10-K | March 11, 2008 | 001-31918 |
| 10.11 | Amended and Restated 1997 Stock Incentive Plan. | 10-Q | May 15, 2001 | 000-27352 |
| 10.12 | Non-Employee Director Nonstatutory Stock Option Agreement Granted under 1997 Stock Incentive Plan. | 10-K | March 25, 2005 | 001-31918 |

Table of Contents

| Exhibit Number | Description | Filed with this Form 10-K/A | Incorporated by Reference | | SEC File Number |
|-----------------------|---|--|----------------------------------|-----------------------------|----------------------------|
| | | | Form or Schedule | Filing Date with SEC | |
| 10.13 | Form of Incentive Stock Option Agreement Granted Under the 2005 Stock Incentive Plan. | | 8-K | June 21, 2005 | 001-31918 |
| 10.14 | Form of Nonstatutory Stock Option Agreement Granted Under the 2005 Stock Incentive Plan. | | 8-K | June 21, 2005 | 001-31918 |
| 10.15 | Form of Restricted Stock Agreement Under the 2005 Stock Incentive Plan. | | 10-Q | August 1, 2007 | 001-31918 |
| 10.16 | Form of Incentive Stock Option Agreement Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.17 | Form of Nonstatutory Stock Option Agreement Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.18 | Form of Nonstatutory Stock Option Agreement (Non-Employee Directors) Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.19 | Form of Restricted Stock Agreement Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.20 | Executive Stock Option Agreement for 1,260,000 Options effective as of July 25, 2001 between Idera | | 10-Q | October 24, 2002 | 000-27352 |

| | | | | |
|-------|--|------|------------------|-----------|
| | Pharmaceuticals, Inc. and Dr. Sudhir Agrawal. | | | |
| 10.21 | Executive Stock Option Agreement for 550,000 Options effective as of July 25, 2001 between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal. | 10-Q | October 24, 2002 | 000-27352 |
| 10.22 | Executive Stock Option Agreement for 500,000 Options effective as of July 25, 2001 between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal. | 10-Q | October 24, 2002 | 000-27352 |
| 10.23 | License Agreement dated February 21, 1990 and restated as of September 8, 1993 between Idera Pharmaceuticals, Inc. and University of Massachusetts Medical Center. | S-1 | November 6, 1995 | 33-99024 |
| 10.24 | Amendment No. 1 to License Agreement, dated as of February 21, 1990 and restated as of September 8, 1993, by and between University of Massachusetts Medical Center and Idera Pharmaceuticals, Inc., dated as of November 26, 1996. | 10-Q | August 14, 1997 | 000-27352 |
| 10.25 | Collaboration and License Agreement by and between Isis Pharmaceuticals, Inc., and Idera | 10-Q | August 20, 2001 | 000-27352 |

| | | | | |
|-------|---|------|-----------------|-----------|
| | Pharmaceuticals, Inc., dated May 24, 2001. | | | |
| 10.26 | Amendment No. 1 to the Collaboration and License Agreement, dated as of May 24, 2001 by and between Isis Pharmaceuticals, Inc. and Idera Pharmaceuticals, Inc., dated as of August 14, 2002. | 10-K | March 31, 2003 | 000-27352 |
| 10.27 | Master Agreement relating to the Cross License of Certain Intellectual Property and Collaboration by and between Isis Pharmaceuticals, Inc. and Idera Pharmaceuticals, Inc., dated May 24, 2001. | 10-Q | August 20, 2001 | 000-27352 |
| 10.28 | Unit Purchase Agreement by and among Idera Pharmaceuticals, Inc. and certain persons and entities listed therein, dated April 1, 1998. | 10-K | April 1, 2002 | 000-27352 |

Table of Contents

| Exhibit Number | Description | Filed with this Form 10-K/A | Incorporated by Reference | | SEC File Number |
|-----------------------|--|--|----------------------------------|-----------------------------|----------------------------|
| | | | Form or Schedule | Filing Date with SEC | |
| 10.29 | Registration Rights Agreement, dated as of August 28, 2003 by and among Idera Pharmaceuticals, Inc., the Purchasers and the Agents. | | S-2 | October 10, 2003 | 333-109630 |
| 10.30 | Form of Common Stock Purchase Warrant issued to purchasers of units in a private placement on August 28, 2003 and August 29, 2003. | | S-2 | October 10, 2003 | 333-109630 |
| 10.31 | Form of Common Stock Purchase Warrant issued to selected dealers and placement agents on August 28, 2003 in connection with a private placement. | | S-2 | October 10, 2003 | 333-109630 |
| 10.32 | Registration Rights Agreement, dated August 27, 2004 by and among Idera Pharmaceuticals, Inc., Pillar Investment Limited and Purchasers. | | 10-Q | November 12, 2004 | 001-31918 |
| 10.33 | Form of Warrants issued to investors and the placement agent in connection with Idera Pharmaceuticals, Inc. August 27, 2004 financing. | | 10-Q | November 12, 2004 | 001-31918 |
| 10.34 | Research Collaboration and | | 10-Q | August 9, 2005 | 001-31918 |

| | | | | |
|-------|--|------|----------------|-----------|
| | Option Agreement by and between Idera Pharmaceuticals, Inc. and Novartis International Pharmaceutical Ltd. | | | |
| 10.35 | License, Development and Commercialization Agreement by and between Idera Pharmaceuticals, Inc and Novartis International Pharmaceutical Ltd. | 10-Q | August 9, 2005 | 001-31918 |
| 10.36 | Engagement letter, dated May 20, 2005, by and among Idera Pharmaceuticals, Inc. and Pillar Investment Limited. | 10-Q | August 9, 2005 | 001-31918 |
| 10.37 | Consulting Agreement dated as of January 1, 2008 between Idera Pharmaceuticals, Inc. and Karr Pharma Consulting, LLC. | 10-K | March 11, 2008 | 001-31918 |
| 10.38 | Amendment dated December 16, 2008 to Consulting Agreement dated as of January 1, 2008 between Idera Pharmaceuticals, Inc. and Karr Pharma Consulting, LLC. | 10-K | March 11, 2009 | 001-31918 |
| 10.39 | Registration Rights Agreement dated as of May 20, 2005 by and among Idera Pharmaceuticals, Inc., Purchasers and Pillar Investment Limited. | 10-Q | August 9, 2005 | 001-31918 |
| 10.40 | Common Stock Purchase Warrant issued to Pillar Investment Limited in | 10-Q | August 9, 2005 | 001-31918 |

| | | | | |
|-------|--|------|-----------------|-----------|
| | connection with the May 20, 2005 Financing. | | | |
| 10.41 | Common Stock Purchase Agreement, dated March 24, 2006, by and among the Company and the Investors named therein. | 8-K | March 29, 2006 | 001-31918 |
| 10.42 | Registration Rights Agreement, dated March 24, 2006, by and among the Company and the Investors named therein. | 8-K | March 29, 2006 | 001-31918 |
| 10.43 | Amendment No. 1 to the Common Stock Purchase Agreement, dated March 24, 2006, by and among the Company and the Investors named therein. | 10-Q | August 14, 2006 | 001-31918 |
| 10.44 | Form of Warrant issued to Investors in the Company's March 24, 2006 Private Financing. | 8-K | March 29, 2006 | 001-31918 |
| 10.45 | Common Stock Purchase Agreement, dated March 24, 2006, by and between the Company and Biotech Shares Ltd. | 8-K | March 29, 2006 | 001-31918 |

Table of Contents

| Exhibit Number | Description | Filed with this Form 10-K/A | Incorporated by Reference | | SEC File Number |
|-----------------------|--|--|----------------------------------|-----------------------------|----------------------------|
| | | | Form or Schedule | Filing Date with SEC | |
| 10.46 | Amendment No. 1 to the Common Stock Purchase Agreement, dated March 24, 2006, by and among the Company and Biotech Shares Ltd. | | 10-Q | November 13, 2006 | 001-31918 |
| 10.47 | Engagement Letter, dated March 24, 2006, between the Company and Youssef El Zein. | | 8-K | March 29, 2006 | 001-31918 |
| 10.48 | Registration Rights Agreement, dated March 24, 2006, by and among the Company, Biotech Shares Ltd. and Youssef El Zein. | | 8-K | March 29, 2006 | 001-31918 |
| 10.49 | Warrant issued to Biotech Shares Ltd. on March 24, 2006. | | 8-K | March 29, 2006 | 001-31918 |
| 10.50 | Exclusive License and Research Collaboration Agreement by and between Merck & Co., Inc. and Idera Pharmaceuticals, Inc., dated December 8, 2006. | | 8-K | March 6, 2007 | 001-31918 |
| 10.51 | Amendment No. 1 to the Registration Rights Agreement dated March 24, 2006, by and among the Company and Biotech Shares Ltd. | | 10-Q | August 14, 2006 | 001-31918 |
| 10.52 | Promissory Note dated June 12, 2007 | | 10-Q | August 1, 2007 | 001-31918 |

| | | | | |
|-------|--|------|----------------|-----------|
| | made by Idera Pharmaceuticals, Inc. in favor of General Electric Capital Corporation. | | | |
| 10.53 | Master Security Agreement dated June 12, 2007 by and between Idera Pharmaceuticals, Inc. and General Electric Capital Corporation. | 10-Q | August 1, 2007 | 001-31918 |
| 10.54 | License Agreement by and between Merck KGaA and Idera Pharmaceuticals, Inc., dated December 18, 2007. | 10-K | March 11, 2008 | 001-31918 |
| 10.55 | Amendment dated February 12, 2009 to the License Agreement by and between Merck KGaA and Idera Pharmaceuticals, Inc., dated December 18, 2007. | | | |
| | | X | | |
| 23.1 | Consent of Independent Registered Public Accounting Firm. | 10-K | March 11, 2009 | 001-31918 |
| 31.1 | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002. | 10-K | March 11, 2009 | 001-31918 |
| 31.2 | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of | 10-K | March 11, 2009 | 001-31918 |

| | | | | |
|------|--|---|------|----------------|
| | Sarbanes-Oxley Act of 2002. | | | |
| 31.3 | Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002. | X | | |
| 31.4 | Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002. | X | | |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | 10-K | March 11, 2009 |
| | | | | 001-31918 |

Table of Contents

| Exhibit Number | Description | Filed with this Form 10-K/A | Form or Schedule | Incorporated by Reference | |
|-----------------------|--|--|-----------------------------|----------------------------------|----------------------------|
| | | | | Filing Date with SEC | SEC File Number |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | 10-K | March 11, 2009 | 001-31918 |
| | Confidential treatment granted as to certain portions, which portions are omitted and filed separately with the Commission. | | | | |
| | Management contract or compensatory plan or arrangement required to be filed as an Exhibit to the Annual Report on Form 10-K. | | | | |

Table of Contents

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 9th day of October 2009.

IDERA PHARMACEUTICALS, INC.

By: /s/ Sudhir Agrawal
Sudhir Agrawal
*President, Chief Executive Officer
and Chief Scientific Officer*