

Clovis Oncology, Inc.  
Form S-3ASR  
November 19, 2013  
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As filed with the Securities and Exchange Commission on November 19, 2013

Registration No. 333-

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

**FORM S-3**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Clovis Oncology, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**90-0475355**  
**(I.R.S. Employer**  
**Identification No.)**

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**2525 28<sup>th</sup> Street, Suite 100**

**Boulder, Colorado 80301**

**(303) 625-5000**

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

**Patrick J. Mahaffy**

**President and Chief Executive Officer**

**Clovis Oncology, Inc.**

**2525 28th Street, Suite 100**

**Boulder, Colorado 80301**

**(303) 625-5000**

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

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**Executive Vice President and Chief Financial Officer**

**Clovis Oncology, Inc.**

**2525 28th Street, Suite 100**

**Boulder, Colorado 80301**

**(303) 625-5000**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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 of 1933, 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(c) under the Securities Act of 1933, 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	

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Common Stock, par value \$0.001 per share	3,713,731(2)	\$51.69 (3)	\$191,962,756 (3)	\$24,724.80
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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), the shares being registered hereunder include such indeterminate number of shares of common stock as may be issuable with respect to the shares being registered hereunder as a result of stock splits, stock dividends or similar transactions.
- (2) Represents shares of our common stock that may be offered and sold from time to time by the selling stockholders identified herein.
- (3) The proposed maximum offering price per share with respect to the 3,713,731 shares being registered pursuant to this registration statement is \$51.69, estimated solely for the purpose of computing the registration fee, pursuant to Rule 457(a) under the Securities Act, and, in accordance with Rule 457(c) under the Securities Act, the proposed maximum aggregate offering price is based on the average of the high and low sale prices of our common stock reported on the NASDAQ Global Select Market on November 13, 2013.

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**Prospectus**

**COMMON STOCK**

This prospectus relates solely to the offer and sale by the selling stockholders identified in this prospectus of up to an aggregate of 3,713,731 shares of common stock of Clovis Oncology, Inc. The shares of common stock that may be offered under this prospectus by the selling stockholders were issued to the selling stockholders by us in connection with our acquisition of EOS (Ethical Oncology Science) S.p.A., an Italian corporation, as further described in this prospectus under the heading **Selling Stockholders** .

The selling stockholders identified in this prospectus, including their permitted transferees, may offer and sell the shares from time to time as they may determine through public transactions or through other means and at varying prices as determined by the prevailing market price for the shares or in negotiated transactions as described in the section entitled **Plan of Distribution** .

We are not selling any securities under this prospectus and will not receive any of the proceeds from the sale of the shares of our common stock by the selling stockholders. We do not know when or in what amount the selling stockholders may offer the shares for sale.

Our common stock is listed on the NASDAQ Global Select Market under the symbol **CLVS**. On November 18, 2013 the last reported sale price of our common stock on the NASDAQ Global Select Market was \$48.34 per share.

**Investing in our common stock involves risks. See Risk Factors on page 4 of this prospectus and any other risk factors included in any accompanying prospectus supplement and in the documents incorporated by reference in this prospectus or any prospectus supplement for a discussion of the factors you should carefully consider before deciding to purchase shares of our common stock.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is November 19, 2013**

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**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, pursuant to which a selling stockholder may from time to time offer to sell shares of our common stock in one or more offerings.

This prospectus provides you with a general description of our common stock. You should read both this prospectus and any applicable prospectus supplement, together with the additional information described below under the heading **Where You Can Find More Information** and any additional information you may need to make your investment decision. The prospectus supplement, or information incorporated by reference in this prospectus or any prospectus supplement that is of a more recent date, may also add, update or change information contained in this prospectus. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus, the statements made in this prospectus will be deemed modified or superseded by those made in the prospectus supplement. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings.

You should rely only on the information contained in or incorporated by reference in this prospectus, any accompanying prospectus supplement or any related free writing prospectus filed by us with the SEC. Neither we nor the selling stockholders have authorized anyone else to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Information incorporated by reference after the date of this prospectus is considered a part of this prospectus and may add, update or change information contained in this prospectus. The selling stockholders will not make an offer to sell these shares in any jurisdiction in which such offer is unlawful. You should assume that the information appearing in this prospectus, any prospectus supplement, the documents incorporated by reference and any related free writing prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed materially since those dates. Any information in subsequent filings incorporated by reference in this prospectus or any accompanying prospectus supplement that is inconsistent with this prospectus or any accompanying prospectus supplement will supersede the information in this prospectus or any accompanying prospectus supplement.

Clovis Oncology® and the Clovis logo are trademarks of Clovis Oncology, Inc. in the United States and in other selected countries. All other brand names or trademarks appearing in this prospectus are the property of their respective holders. Unless the context requires otherwise, references in this prospectus to **Clovis**, the **Company**, **we**, **us**, and **our** refer to Clovis Oncology, Inc. together with EOS (Ethical Oncology Science) S.p.A., or EOS, and its other consolidated subsidiaries.

**WHERE YOU CAN FIND MORE INFORMATION**

We file reports and proxy statements with the SEC. These filings include our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and proxy statements on Schedule 14A, as well as any amendments to those reports and proxy statements, and are available free of charge through our website as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Once at [www.clovisoncology.com](http://www.clovisoncology.com), go to **Investors & News/SEC Filings** to locate copies of such reports and proxy statements. Our website and the information contained on, or that can be accessed through, the website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus. You should not rely on any such information in making your decision whether to purchase our common stock. You may also read and copy materials that we file with SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements and other information regarding us and other issuers that file

electronically with the SEC.

We have filed with the SEC a registration statement on Form S-3 under the Securities Act of 1933, as amended, relating to the shares of our common stock being offered by the selling stockholders by this prospectus. This prospectus, which constitutes part of that registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules which are part of the registration statement. For further information about us and the common stock offered, see the registration statement and the exhibits and schedules thereto. You can obtain a copy of the registration statement from the SEC at the address listed above or from the SEC's website. Statements contained in this prospectus regarding the contents of any contract or any other document to which reference is made are not necessarily complete, and, in each instance where a copy of a contract or other document has been filed as an exhibit to the registration statement, reference is made to the copy so filed, each of those statements being qualified in all respects by the reference.



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**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference into this prospectus the information we file with the SEC in other documents, which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede such information. We incorporate by reference the documents listed below and any future information filed (rather than furnished) with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, between the date of this prospectus and the termination of the offering, provided, however, that we are not incorporating any information furnished under Item 2.02 or Item 7.01 of any Current Report on Form 8-K:

our Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on March 14, 2013;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, as filed with the SEC on May 8, 2013;

our Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, as filed with the SEC on August 7, 2013;

our Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 7, 2013;

our Definitive Proxy Statement on Schedule 14A, as filed with the SEC on April 29, 2013, and the additional definitive proxy soliciting materials, as filed with the SEC on April 29, 2013;

our Current Reports on Form 8-K, as filed with the SEC on February 19, 2013, June 3, 2013 (two), June 14, 2013, June 17, 2013 and November 19, 2013; and

the description of our common stock contained in our registration statement on Form 8-A, as filed with the SEC on November 10, 2011, including any amendments or reports filed for the purpose of updating the description.

We will furnish without charge to you a copy of any or all of the documents incorporated by reference, including exhibits to these documents, upon written or oral request. Direct your written request to: Investor Relations, Clovis Oncology, Inc., 2525 28th Street, Suite 100, Boulder, Colorado 80301, or contact Investor Relations at 303-625-5000.

A statement contained in a document incorporated by reference into this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus, any prospectus supplement or in any other subsequently filed document which is also incorporated in this prospectus modifies or

replaces such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus and the information incorporated herein by reference includes statements that are, or may be deemed, forward-looking statements. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms believes, estimates, anticipates, expects, plans, intends, might, will, should, approximately or, in each case, their negative or other variations thereon or comparable terminology, although not all forward-looking statements contain these words. They appear in a number of places throughout this prospectus and include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things, our ongoing and planned preclinical studies and clinical trials, the timing of and our ability to make regulatory filings and obtain and maintain regulatory approvals for our product candidates, the degree of clinical utility of our products, particularly in specific patient populations, expectations regarding clinical trial data, our results of operations, financial condition, liquidity, prospects, growth and strategies, the industry in which we operate and the trends that may affect the industry or us.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events, competitive dynamics, and industry change and depend on the economic circumstances that may or may not occur in the future or may occur on longer or shorter timelines than anticipated. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained herein.

Some of the factors that we believe could cause actual results to differ from those anticipated or predicted include:

the success and timing of our preclinical studies and clinical trials;

our ability to obtain and maintain regulatory approval of our product candidates, and the labeling under any approval we may obtain;

our plans to develop and commercialize our product candidates;

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our ability, with partners, to validate, develop and obtain regulatory approval of companion diagnostics for our product candidates;

the loss of key scientific or management personnel;

the size and growth of the potential markets for our product candidates and our ability to serve those markets;

regulatory developments in the United States and foreign countries;

the rate and degree of market acceptance of any of our product candidates;

the integration of acquired businesses into our operations;

the accuracy of our estimates regarding expenses, future revenues, capital requirements and needs for additional financing;

our ability to obtain and maintain intellectual property protection for our product candidates;

the successful development of our sales and marketing capabilities;

the success of competing drugs that are or become available; and

the performance of third-party manufacturers.

Any forward-looking statements that we make in this prospectus speak only as of the date of such statement, and unless required by law, we undertake no obligation to update such statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

Please refer to the section entitled "Risk Factors" of this prospectus, and any other risk factors set forth in any accompanying prospectus supplement and in any information incorporated by reference in this prospectus or any accompanying prospectus supplement to better understand the risks and uncertainties inherent in our business and underlying any forward-looking statements, as well as any other risk factors and cautionary statements described in the documents we file from time to time with the SEC, specifically our most recent Annual Report on Form 10-K, as revised or supplemented by our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

**ABOUT CLOVIS**

We are a biopharmaceutical company focused on acquiring, developing and commercializing innovative anti-cancer agents in the United States, Europe and additional international markets. We target our development programs for the treatment of specific subsets of cancer populations, and seek to simultaneously develop, with partners, companion diagnostics that direct our product candidates to the patients that are most likely to benefit from their use. We currently have three clinical development programs:

**CO-1686** is a novel, oral, targeted covalent (irreversible) inhibitor of the cancer-causing mutant forms of epidermal growth factor receptor, or EGFR, currently being studied for the treatment of non-small cell lung cancer, or NSCLC. CO-1686 was designed to selectively target both the initial activating EGFR mutations as well as the T790M resistance mutation, while sparing wild-type, or normal EGFR at anticipated therapeutic doses. Accordingly, it has the potential to treat NSCLC patients with EGFR mutations both as a first-line or second-line treatment with a reduced toxicity profile compared to current EGFR inhibitor therapies. CO-1686 is currently in the dose escalation portion of a Phase I/II study. In late August, we commenced enrollment in this study with an improved hydrobromide formulation of CO-1686. Data from the ongoing CO-1686 Phase I dose escalation study, which was recently presented at the World Conference on Lung Cancer, showed that six RECIST partial responses (PR) had been observed to date in nine evaluable T790M positive patients dosed at 900mg twice daily (BID) of the original free base formulation of CO-1686, for a 67 percent objective response rate. Eight of the nine evaluable patients, who were heavily pre-treated prior to receiving CO-1686, experienced PRs or tumor shrinkage greater than 10 percent. Fifty-six patients have been treated to date across all dosing cohorts in the Phase I study, with no evidence of dose-related wild-type EGFR-driven toxicities. Following the establishment of the Phase II dose, which is expected to be established by year-end 2013, we intend to initiate the study of CO-1686 in a Phase II expansion cohort of NSCLC patients with activating EGFR mutations who have failed initial EGFR-directed therapy and have developed the T790M mutation, as well as a second expansion cohort of first-line mutant EGFR NSCLC patients. We also expect to commence a registration study for CO-1686 in 2<sup>nd</sup> line T790M positive patients in the first half of 2014. In October 2013, we announced the signing of an agreement with QIAGEN to develop a companion diagnostic test to identify the T790M mutation in patients with EGFR driven NSCLC.

**Rucaparib** is an oral, potent inhibitor of poly (ADP-ribose) polymerase, or PARP, in development for the treatment of ovarian cancer and is designed to inhibit both PARP-1 and PARP-2 genes. Rucaparib has been the subject of multiple Phase I studies, both as monotherapy and in combination with chemotherapy, although our future development of rucaparib will focus on monotherapy dosing. In the third quarter of 2013, we selected a twice-daily dose of 600 mg as the recommended dose for advancing into Phase 2/3 studies. In data presented at recent medical meetings, rucaparib demonstrated durable objective responses in heavily pre-treated patients. To date, eight RECIST responses have been observed in a Phase I study. In ovarian cancer patients with a germline BRCA mutation, one RECIST complete response, two RECIST partial responses, and two CA-125 responses (reduction in CA-125 serum levels as defined by the Gynaecologic Cancer Intergroup) have been observed. Responses have been observed in both platinum-sensitive and platinum-resistant disease. Overall, seven of ten ovarian cancer patients with germline BRCA mutations treated with rucaparib at all doses achieved disease control as defined by RECIST complete response, partial response, or stable disease greater than 24 weeks. Responses have also been

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achieved in breast cancer and pancreatic cancer patients with a germline BRCA mutation. We also recently announced the enrollment of the first patient in a global Phase II biomarker study in platinum-sensitive ovarian cancer patients (ARIEL 2). ARIEL 2 is a single-arm, open label study designed to identify tumor characteristics that predict sensitivity to rucaparib using DNA sequencing to evaluate each patient's tumor. Tumor samples from study participants will be studied for BRCA mutations, as well as other genes that are expected to confer sensitivity to PARP inhibitor therapy when mutated. In late 2013, we intend to initiate a pivotal Phase III study in platinum-sensitive ovarian cancer patients (ARIEL 3). This randomized, double-blind study will compare the effects of rucaparib against placebo and evaluate whether rucaparib given as a maintenance therapy can extend the period of time for which the disease is controlled after successful chemotherapy.

**Lucitanib** is an oral, potent, dual-selective inhibitor of the tyrosine kinase activity of fibroblast growth factor receptors 1 and 2, or FGFR1/2, and vascular endothelial growth factor, or VEGF, receptors 1-3. We own exclusive development and commercial rights to lucitanib on a global basis, excluding China. Lucitanib rights to markets outside of the U.S. and Japan have been sublicensed to Les Laboratoires Servier (Servier). We will collaborate with Servier on the global clinical development of lucitanib. The first clinical trial of lucitanib was initiated in 2010. In this ongoing Phase I/IIa clinical study, lucitanib demonstrated multiple objective responses in fibroblast growth factor (FGF) aberrant breast cancer patients, as well as in patients with tumors often sensitive to VEGF receptor inhibitors, such as renal cell and thyroid cancer. FGF aberrations included amplification of FGFR1 as well as amplification of a region of chromosome 11q that contains several FGF ligands, typically FGF-3, -4, and -19. Initial data from the Phase I/IIa study demonstrated encouraging signs of activity. Six of 12 evaluable FGF aberrant patients treated with lucitanib achieved RECIST partial responses, and the median progression-free survival of these twelve patients was 9.4 months. These patients were heavily pre-treated, and two of the responders had previously failed to achieve a response with a selective FGFR inhibitor. A broad Phase II development program is being initiated by us and Servier in multiple indications, including advanced breast cancer and squamous NSCLC. We and Servier may also study lucitanib in other solid tumors with FGF aberrancies.

We have built our organization to meet the need for innovative patient-specific oncology drug development. To implement our strategy, we have assembled an experienced team with core competencies in global clinical development and regulatory operations in oncology, as well as conducting collaborative relationships with companies specializing in companion diagnostic development. As our product candidates mature, we intend to build our own commercial organizations in major global markets and partner with local distributors in smaller markets.

Historically, the most common anti-cancer drug therapies typically addressed cancers within a specific organ as a single disease as opposed to a collection of different disease subtypes, often resulting in poor response rates and minimal effect on overall survival. We believe the oncology community is increasingly recognizing that tumors in a particular organ have unique pathologic and molecular characteristics that may warrant different treatment strategies. By better understanding differences in tumor biology and underlying disease pathways, researchers are identifying biomarkers to guide development of targeted oncology therapies, with streamlined clinical trials, stratified patient populations and improved patient outcomes. We believe that targeted therapies and companion diagnostics offer a patient-tailored approach to the treatment of cancers with improved diagnosis and outcomes.

We were incorporated under the laws of the State of Delaware in April 2009. Our principal executive offices are located at 2525 28th Street, Suite 100, Boulder, Colorado 80301, and our telephone number is (303) 625-5000. Our website address is [www.clovisoncology.com](http://www.clovisoncology.com). Our website and the information contained on, or that can be accessed through, the website will not be deemed to be incorporated by reference in, and are not considered part of, this prospectus. You should not rely on any such information in making your decision whether to purchase our common

stock.

*Recent Developments*

On November 19, 2013, we acquired all of the issued and outstanding capital stock of EOS and thereby gained rights to develop and commercialize lucitanib.

**RISK FACTORS**

Investing in our common stock involves significant risks. Please see the risk factors under the heading "Risk Factors" in our most recently filed Annual Report on Form 10-K, as revised or supplemented by our Quarterly Reports on Form 10-Q filed with the SEC since the filing of our most recent Annual Report on Form 10-K, all of which are incorporated by reference in this prospectus. Before making an investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus and any prospectus supplement. The risks and uncertainties we have described are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations.

**USE OF PROCEEDS**

The proceeds from the sale of the shares of common stock pursuant to this prospectus are solely for the account of the selling stockholders. We will not receive any proceeds from the sale of these shares of our common stock by the selling stockholders.

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This prospectus relates to the offer and sale from time to time by the holders of up to 3,713,731 shares of our common stock. These shares were issued to the selling stockholders named in the table below, in connection with the acquisition by us of EOS. The shares of our common stock offered pursuant to this prospectus were issued to the selling stockholders in a transaction that was exempt from the registration requirements of the Securities Act. In connection with the closing of the acquisition, we entered into a registration rights agreement pursuant to which, among other things, we agreed to file with the SEC a registration statement to register the resale by the selling stockholders of these shares.

As used in this prospectus, the term *selling stockholder* includes each of the selling stockholders listed below, and any of their permitted transferees selling such shares initially issued to the selling stockholders in connection with the acquisition of EOS received after the date of this prospectus from a selling stockholder. The table below presents certain information as of November 19, 2013 regarding the ownership of our common stock by the selling stockholders. We have prepared the table based on the information provided to us by the selling stockholders and assuming that the selling stockholders sell all of the shares of our common stock beneficially owned by them that have been registered by us and do not acquire any additional shares during the offering, the selling stockholders will not own beneficially any shares other than those appearing in the column entitled *Shares Owned After the Offering* under this Prospectus in the table below. The selling stockholders may from time to time offer and sell any or all of the shares of our common stock set forth below pursuant to this prospectus in accordance with one or more of the methods of distribution described under the caption *Plan of Distribution*. Because the selling stockholders may offer all or some portion of shares of our common stock, we cannot estimate the number of shares of our common stock that will be held by the selling stockholders upon termination of any offering. We cannot advise you as to whether the selling stockholders will in fact sell any or all of such shares of our common stock. In addition, the selling stockholders may have sold, transferred or otherwise disposed of, or may sell, transfer or otherwise dispose of, at any time and from time to time, the shares of our common stock in transactions exempt from the registration requirements of the Securities Act after the date as of which the information is set forth on the table below.

Except as noted in this prospectus, none of the selling stockholders have, or within the past three years have had, any position, office or material relationship with us or any of our predecessors or affiliates, other than EOS, and the selling stockholders are not and were not affiliated with registered broker-dealers.

Subject to community property laws where applicable, we believe based on the information provided to us that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock shown as beneficially owned by them.

<b>Name of Selling Stockholder</b>	<b>Shares Beneficially owned Prior to any Offering under this Prospectus (1)</b>		<b>Maximum Number of Shares Being Sold Under this Prospectus</b>	<b>Shares Beneficially Owned After the Offering under this Prospectus</b>	
	<b>Number</b>	<b>Percentage (2)</b>		<b>Number</b>	<b>Percentage (2)</b>
LuxCapital V S.à r.l.	2,102,371	6.2%	2,102,371	0	0.0%
Principia SGR S.p.A.	329,461	1.0%	329,461	0	0.0%

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Cooperative Aescap Venture I U.A	705,874	2.1%	705,874	0	0.0%
Silvano Spinelli	177,282	*	177,282	0	0.0%
Maria Gabriella Camboni	199,962	*	199,962	0	0.0%
Ennio Cavalletti	140,657	*	140,657	0	0.0%
Jacques Theurillat	16,853	*	16,853	0	0.0%
Roberta Cereda	1,377	*	1,377	0	0.0%
Hoyoung Huh	39,894	*	39,894	0	0.0%

\* Less than one percent (1%)

- (1) Beneficial ownership has been determined in accordance with Section 13d-3(d) of the Exchange Act and the rules thereunder.
- (2) Based on 30,171,432 shares of common stock outstanding as of November 15, 2013 plus the additional 3,713,731 shares of common stock issued to the selling stockholders in connection with the acquisition of EOS by the Company.



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**DESCRIPTION OF CAPITAL STOCK**

*The following summary describes our capital stock and the material provisions of our amended and restated certificate of incorporation and our amended and restated bylaws, the registration rights agreement to which we and certain of our stockholders are parties and the Delaware General Corporation Law. Because the following is only a summary, it does not contain all of the information that may be important to you. For a complete description, you should refer to our amended and restated certificate of incorporation, amended and restated bylaws and registration rights provisions set forth in the investor rights agreement, copies of which are on file with the SEC. See [Where You Can Find More Information](#).*

**General**

Our amended and restated certificate of incorporation authorizes us to issue up to 100 million shares of common stock, par value \$0.001 per share, and 10 million shares of preferred stock, par value \$0.001 per share.

**Common Stock**

The holders of our common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and are not entitled to cumulative votes with respect to the election of directors. The holders of common stock are entitled to receive dividends ratably, if, as and when dividends are declared from time to time by our board of directors out of legally available funds, after payment of dividends required to be paid on outstanding preferred stock, if any. Any decision to declare and pay dividends in the future will be made at the discretion of our board of directors and will depend on, among other things, our results of operations, cash requirements, financial condition, contractual restrictions and other factors that our board of directors may deem relevant. Upon our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets that are legally available for distribution after payment of all debts and other liabilities, subject to the prior rights of any holders of preferred stock then outstanding. The holders of common stock have no other preemptive, subscription, redemption, sinking fund or conversion rights. All outstanding shares of our common stock are fully paid and nonassessable. The shares of common stock to be issued upon closing of an offering will also be fully paid and nonassessable. The rights, preferences and privileges of holders of common stock are subject to, and may be negatively impacted by, the rights of the holders of shares of any series of preferred stock which we may designate and issue in the future.

As of November 15, 2013, 30,171,432 shares of our common stock were outstanding.

As of November 15, 2013, options to purchase 2,521,453 shares of our common stock at a weighted average exercise price of \$21.09 per share were outstanding.

**Undesignated Preferred Stock**

Under our amended and restated certificate of incorporation, our board of directors has the authority, without action by our stockholders, to designate and issue up to 10 million shares of preferred stock in one or more series and to designate the rights, preferences and privileges of each series, any or all of which may be greater than the rights of our common stock. It is not possible to state the actual effect of the issuance of any shares of preferred stock upon the rights of holders of our common stock until our board of directors determines the specific rights of the holders of preferred stock. However, the effects might include, among other things, restricting dividends on the common stock, diluting the voting power of the common stock, impairing the liquidation rights of the common stock and delaying or preventing a change in control of our common stock without further action by our stockholders and may adversely

affect the market price of our common stock. As of November 15, 2013, no shares of our preferred stock were outstanding.

### **Registration Rights**

The selling stockholders are entitled to rights with respect to the registration under the Securities Act of the shares received by them in connection with our acquisition of EOS. Registration of these shares under the Securities Act would result in the shares becoming freely tradable without restriction under the Securities Act. The registration rights agreement required us to file the registration statement of which this prospectus forms a part covering the resale of the shares received by the selling stockholders in the acquisition and to help facilitate one underwritten offering for the account of the selling stockholders. We are obligated to use commercially reasonable efforts to keep the registration statement effective as long as the selling stockholders hold registrable securities. We may, in certain circumstances, defer our obligation to keep the registration statement effective or effect an underwritten offering. These rights will terminate on the earlier of, with respect to an individual holder, (i) when such holder has disposed of its shares received in the acquisition, (ii) the first day when such holder is able to sell all of its shares received in the acquisition pursuant to Rule 144 under the Securities Act in any 90-day period without relying on us to maintain current public information as defined in Rule 144, (iii) when its shares received in the acquisition have otherwise been transferred and new certificates for such shares, which do not bear a legend restricting further transfer, shall have been delivered by us or (iv) when its shares received in the acquisition cease to be outstanding. Any sales of securities by the selling stockholders could have a material adverse effect on the trading price of our common stock.

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### **Anti-Takeover Provisions of Delaware Law**

We are subject to Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years following the date the person became an interested stockholder, unless the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a business combination includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an interested stockholder is a person who, together with affiliates and associates, owns or, in the case of affiliates or associates of the corporation, within three years prior to the determination of interested stockholder status, owned 15% or more of a corporation's voting stock. The existence of this provision could have anti-takeover effects with respect to transactions not approved in advance by our board of directors, such as discouraging takeover attempts that might result in a premium over the market price of our common stock. The foregoing provisions of the Delaware General Corporation Law may have the effect of deterring or discouraging hostile takeovers or delaying changes in control of our company.

### **Charter and Bylaws Anti-Takeover Provisions**

#### ***Classified Board of Directors***

Our amended and restated certificate of incorporation provides that our board of directors is divided into three classes of directors, with the number of directors in each class to be as nearly equal as possible. Our classified board of directors staggers terms of the three classes and has been implemented through one, two and three-year terms for the initial three classes, followed in each case by full three-year terms. With a classified board of directors, only one-third of the members of our board of directors is elected each year. This classification of directors has the effect of making it more difficult for stockholders to change the composition of our board of directors.

#### ***Size of Board of Directors and Removal of Directors***

Our amended and restated certificate of incorporation and amended and restated bylaws provide that:

the number of directors will be fixed from time to time exclusively pursuant to a resolution adopted by our board of directors, but must consist of not less than three directors, which will prevent stockholders from circumventing the provisions of our classified board of directors;

directors may be removed only for cause; and

vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum.

#### ***Authorized Preferred Stock***

Our amended and restated certificate of incorporation provides for the issuance by our board of directors, without stockholder approval, of shares of preferred stock, with voting power, designations, preferences and other special rights as may be determined in the discretion of our board of directors. The issuance of preferred stock could decrease the amount of earnings and assets available for distribution to the holders of common stock or could adversely affect

the rights and powers, including voting rights, of holders of common stock. In certain circumstances, such issuance could have the effect of decreasing the market price of the common stock. Preferred stockholders could also make it more difficult for a third party to acquire our company.

***No Stockholder Action by Written Consent***

Our amended and restated certificate of incorporation and amended and restated bylaws require that any action required or permitted to be taken by our stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by a consent in writing.

***Calling of Special Meetings of Stockholders***

Our amended and restated bylaws provide that special stockholder meetings for any purpose may only be called by our board of directors, our chairman or our chief executive officer.

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***Advance Notice Requirements for Stockholder Proposals and Director Nominations***

Our amended and restated bylaws establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of stockholders, including proposed nominations of candidates for election to the board of directors. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the board of directors, or by a stockholder of record on the record date for the meeting, who is entitled to vote at the meeting and who has delivered timely written notice in proper form to our secretary of the stockholder's intention to bring such business before the meeting. These provisions could have the effect of delaying until the next stockholder meeting stockholder actions that are favored by the holders of a majority of our outstanding voting stock. These provisions also could discourage a third party from making a tender offer for our common stock, because even if it acquired a majority of our outstanding voting stock, it would be able to take action as a stockholder, such as electing new directors or approving a merger, only at a duly called stockholders meeting and not by written consent.

**Limitation on Liability and Indemnification of Directors and Officers**

Our amended and restated certificate of incorporation and amended and restated bylaws limit our directors' and officers' liability to the fullest extent permitted under Delaware corporate law. Specifically, our directors and officers are not liable to us or our stockholders for monetary damages for any breach of fiduciary duty by a director or officer, except for liability:

for any breach of the director's or officer's duty of loyalty to us or our stockholders;

for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

under Section 174 of the Delaware General Corporation Law (unlawful dividends or stock repurchases); or

for any transaction from which a director or officer derives an improper personal benefit.

If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of our directors or officers shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The provision regarding indemnification of our directors and officers in our amended and restated certificate of incorporation will generally not limit liability under state or federal securities laws.

Delaware law and our amended and restated certificate of incorporation and amended and restated bylaws provide that we will, in certain situations, indemnify any person made or threatened to be made a party to a proceeding by reason of that person's former or present official capacity with us against judgments, penalties, fines, settlements and reasonable expenses. Any person is also entitled, subject to certain limitations, to payment or reimbursement of reasonable expenses (including attorneys' fees and disbursements and court costs) in advance of the final disposition of the proceeding.

We maintain a directors and officers insurance policy pursuant to which our directors and officers are insured against liability for actions taken in their capacities as directors and officers. We believe that these indemnification provisions and insurance are useful to attract and retain qualified directors and officers.

The limitation of liability and indemnification provisions in our amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

In addition, we have entered into indemnification agreements with each of our directors and named executive officers, which also provide, subject to certain exceptions, for indemnification for related expenses, including, among others, reasonable attorney's fees, judgments, fines and settlements incurred in any action or proceeding.

Insofar as the foregoing provisions permit indemnification of directors, officers or persons controlling us for liability arising under the Securities Act, we have been informed that in the opinion of the SEC, this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

#### **Transfer Agent and Registrar**

Our transfer agent and registrar for our common stock is Continental Stock Transfer & Trust Company.

#### **Listing**

Our common stock is listed on the NASDAQ Global Select Market under the symbol **CLVS**.

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**PLAN OF DISTRIBUTION**

The sale of shares of our common stock pursuant to the registration statement and by means of this prospectus is subject to certain restrictions under the registration rights agreement between us and the selling stockholders. Subject to those restrictions, sales of shares of our common stock by the selling stockholders named in this prospectus, which for this purpose includes certain transferees, may be made from time to time in one or more transactions, on the NASDAQ Global Select Market, in the over-the-counter market or any other exchange or quotation system on which shares of our common stock may be listed or quoted, in negotiated transactions or in a combination of any such methods of sale, at fixed prices that may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The shares may be offered directly, to or through agents designated from time to time or to or through brokers or dealers, or through any combination of these methods of sale. The methods by which the shares may be sold include:

block trades (which may involve crosses) in which the broker or dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker or dealer as principal and resales by the broker or dealer for its own account pursuant to this prospectus;

exchange distributions or secondary distributions in accordance with the rules of the NASDAQ Global Select Market;

ordinary brokerage transactions and transactions in which the broker or dealer solicits purchasers;

privately negotiated transactions;

the writing or settlement of options;

a combination of any of the foregoing methods of sale; and

any other method permitted by applicable law.

An agent, broker or dealer may receive compensation in the form of discounts, concessions or commissions from the selling stockholders or the purchasers of the shares for whom such brokers or dealers may act as agents or to whom they sell as principals, or both (which compensation as to a particular broker or dealer might be in excess of customary commissions). A member firm of an exchange on which our common stock is traded may be engaged to act as a selling stockholder's agent in the sale of shares by the selling stockholders.

In connection with distributions of the shares of our common stock offered by this prospectus or otherwise, the selling stockholders may enter into hedging transactions with brokers or dealers or other financial institutions with respect to

our common stock. In connection with these transactions, the brokers or dealers or other financial institutions may engage in short sales of our common stock in the course of hedging the positions they assume with the selling stockholders. Such hedging transactions may require or permit the selling stockholders to deliver the shares to such brokers or dealers or other financial institutions to settle the hedging transactions. The selling stockholders may also sell our common stock short and deliver the shares to close out those short positions. This prospectus, as amended or supplemented, may be used to effect:

the short sales of our common stock referred to above;

the sale or other disposition by the brokers or dealers or other financial institutions of any shares they receive pursuant to the hedging transactions referred to above; or

the delivery by the selling stockholders of shares to close out short positions.

In addition, any shares of our common stock covered by this prospectus that qualify for sale pursuant to Rule 144 of the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

The aggregate proceeds to the selling stockholders from the sale of the shares of common stock offered by them pursuant to this prospectus will be the purchase price of the shares less discounts or commissions, if any. Each of the selling stockholders reserves the



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right to accept and, together with their agents from time to time, to reject, in whole or in part, any proposed purchase of shares of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

To the extent required, the shares to be sold, the names of the selling stockholders, the respective purchase prices and public offering prices, the names of any agents, dealers or underwriters, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

Each broker-dealer that receives our common stock for its own account pursuant to this prospectus must acknowledge that it will deliver the prospectus in connection with any sale of our common stock. If required, this prospectus may be amended or supplemented on a continual basis to describe a specific plan of distribution. We will make copies of this prospectus available to the selling stockholders, brokers and dealers for purposes of satisfying the prospectus delivery requirements of the Securities Act, if applicable.

In order to comply with the securities laws of some states, if applicable, the shares of common stock offered by this prospectus may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the shares may not be sold unless they have been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with as part of such sale.

The selling stockholders and any other person participating in such distribution will be subject to certain provisions of the Exchange Act. The Exchange Act rules include, without limitation, Regulation M, which may limit the timing of purchases and sales of any of our common stock by the selling stockholders and any other such person. In addition, Regulation M of the Exchange Act may restrict the ability of any person engaged in the distribution of our common stock to engage in market-making activities with respect to the common stock. In addition, the anti-manipulation rules under the Exchange Act may apply to sales of the securities in the market. All of the foregoing may affect the marketability of the securities and the ability of any person to engage in market-making activities with respect to the securities.

The selling stockholders and any brokers, dealers, agents or others that participate with the selling stockholders in the distribution of the shares offered by this prospectus may be deemed to be underwriters within the meaning of the Securities Act, and any underwriting discounts, commissions or fees received by such persons and any profit on the resale of the shares purchased by such persons may be deemed to be underwriting commissions or discounts under the Securities Act. Selling stockholders who are deemed to be underwriters within the meaning of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. We will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholders, brokers and dealers for the purpose of satisfying the prospectus delivery requirements of the Securities Act, if applicable.

We have agreed to indemnify the selling stockholders named herein against certain liabilities that they may incur in connection with the sale of the shares offered by this prospectus, including liabilities arising under the Securities Act, and to contribute to payments that the selling stockholders may be required to make with respect thereto. Agents, brokers and dealers may be entitled under agreements entered into by the selling stockholders or us to indemnification against certain civil liabilities, including liabilities under the Securities Act.

There can be no assurance that the selling stockholders will sell any or all of the shares of our common stock offered hereby.

We will bear all fees and expenses in connection with the preparation and filing of the registration statement of which this prospectus is a part. The fees and expenses of registration to be borne by us referred to in the foregoing sentence shall include, without limitation, registration, filing and qualification fees, word processing, duplicating, printers and accounting fees, listing fees, messenger and delivery expenses, all fees and expenses of complying with state securities or blue sky laws, fees and disbursements of our counsel. We estimate that the total expenses payable by us in connection with the preparation and filing of the registration statement of which this prospectus is a part will be \$500,000. Notwithstanding the foregoing, the selling stockholders will bear all expenses (including expenses incurred by us) in connection with any underwritten offering of the shares covered by this prospectus.

Any underwriter, dealers and agents engaged by the selling stockholders may engage in transactions with us or any selling stockholders, or perform services for us or any selling stockholders, in the ordinary course of business.

### **LEGAL MATTERS**

The validity of shares of our common stock offered by this prospectus will be passed upon for us by Willkie Farr & Gallagher LLP, New York, New York.

### **EXPERTS**

The consolidated financial statements of Clovis Oncology, Inc. appearing in Clovis Oncology, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2012, and the effectiveness of Clovis Oncology, Inc.'s internal control over financial reporting as of December 31, 2012, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the SEC) given on the authority of such firm as experts in accounting and auditing.

The financial statements of EOS (Ethical Oncology Science) S.p.A., as of December 31, 2012 and 2011, and for each of the years in the three-year period ended December 31, 2012, have been audited by KPMG S.p.A., independent registered public accounting firm, as set forth in their report thereon, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the report of KPMG S.p.A. pertaining to such financial statements (to the extent covered by consents filed with the SEC) given on the authority of such firm as experts in accounting and auditing.

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**Common stock**

**Prospectus**

**November 19, 2013**

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other expenses of issuance and distribution.**

The following table sets forth the costs and expenses, other than underwriting discounts and commissions, payable by Clovis in connection with the sale of common stock being registered; provided, however, that pursuant to the registration rights agreement the selling stockholders have agreed to bear all expenses in connection with an underwritten offering of the shares of common stock being registered. All amounts shown are estimates, except the Securities and Exchange Commission registration fee and the Financial Industry Regulatory Authority filing fee.

<b>Item</b>	<b>Amount to be Paid*</b>
Securities and Exchange Commission registration fee	\$ 24,725
Financial Industry Regulatory Authority filing fee	29,000
Legal fees and expenses	300,000
Accountants fees and expenses	250,000
Printing expenses	150,000
Miscellaneous	12,250
<b>Total</b>	<b>\$ 765,975</b>

\* The amounts shown are estimates of expenses payable by us in connection with the filing of this registration statement and one offering of shares of common stock hereunder, but do not limit the amount of shares of common stock that may be offered.

**Item 15. Indemnification of directors and officers.****Limitation on liability and indemnification of directors and officers**

Section 102 of the Delaware General Corporation Law permits a corporation to eliminate the personal liability of its directors to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our amended and restated certificate of incorporation provides that no director shall be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the Delaware General Corporation Law prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the Delaware General Corporation Law provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation and certain other persons serving at the request of the

corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he or she is or is threatened to be made a party by reason of such position, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Our amended and restated certificate of incorporation provides that we will indemnify each person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of us) by reason of the fact that he or she is or was, or has agreed to become, our director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (all such persons being referred to as an Indemnitee), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnitee or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom, if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Our amended and restated certificate of incorporation also provides that we will indemnify any Indemnitee who was or is a party to an action or suit by or in the right of us to procure a judgment in our favor by reason of the fact that the Indemnitee is or was, or has agreed to become, our director or officer, or is or was serving, or has agreed to serve, at our request as a director, officer or trustee of,

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or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees) and, to the extent permitted by law, amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, and any appeal therefrom, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, our best interests, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to us, unless and only to the extent that a court determines that, despite such adjudication but in view of all of the circumstances, he or she is entitled to indemnification for such expenses. Notwithstanding the foregoing, to the extent that any Indemnitee has been successful, on the merits or otherwise, he or she will be indemnified by us against all expenses (including attorneys' fees) actually and reasonably incurred by him or her or on his or her behalf in connection therewith. If we do not assume the defense, expenses must be advanced to an Indemnitee under certain circumstances.

In addition, we have entered into indemnification agreements with each of our directors and named executive officers and intend to enter into indemnification agreements with any new director and certain executive officers in the future.

We maintain a general liability insurance policy which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities in their capacity as members of our board of directors.

An underwriting agreement we may enter into in connection with an offering of shares of common stock may also provide that the underwriters will indemnify, under certain conditions, our directors and officers (as well as certain other persons) against certain liabilities arising in connection with such offering.

See also the undertakings set out in response to Item 17 herein.

### **Item 16. Exhibits.**

See Exhibit Index attached to this registration statement, which is incorporated by reference herein.

### **Item 17. Undertakings.**

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total

dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission, or the SEC, pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
- (A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
  - (B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
- (5) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (6) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.





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**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-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boulder, State of Colorado, on November 19, 2013.

**CLOVIS ONCOLOGY, INC.**

By: /s/ Patrick J. Mahaffy  
 Patrick J. Mahaffy  
*President and Chief Executive Officer*

**POWER OF ATTORNEY**

Each of the undersigned directors and officers of Clovis Oncology, Inc. hereby constitutes and appoints each of Patrick J. Mahaffy and Erle T. Mast, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to execute any and all amendments (including post-effective amendments) to this registration statement and to cause the same to be filed with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and desirable to be done in and about the premises as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Patrick J. Mahaffy <b>Patrick J. Mahaffy</b>	President and Chief Executive Officer; Director <i>(Principal Executive Officer)</i>	November 19, 2013
	Executive Vice President and Chief Financial Officer	
/s/ Erle T. Mast <b>Erle T. Mast</b>	<i>(Principal Financial Officer and Principal Accounting Officer)</i>	November 19, 2013
<b>Brian G. Atwood</b>	Director	
/s/ M. James Barrett <b>M. James Barrett</b>	Director	November 19, 2013
/s/ James C. Blair <b>James C. Blair</b>	Director	November 19, 2013

/s/ Paul Klingenstein <b>Paul Klingenstein</b>	Director	November 19, 2013
/s/ Edward J. McKinley <b>Edward J. McKinley</b>	Director	November 19, 2013
/s/ Thorlef Spickschen <b>Thorlef Spickschen</b>	Director	November 19, 2013
/s/ Ginger L. Graham <b>Ginger L. Graham</b>	Director	November 19, 2013
/s/ Dr. Keith Flaherty <b>Dr. Keith Flaherty</b>	Director	November 19, 2013

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**INDEX TO EXHIBITS**

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
1.1*	Form of Underwriting Agreement.
3.1(1)	Amended and Restated Certificate of Incorporation of Clovis Oncology, Inc.
3.2(1)	Amended and Restated Bylaws of Clovis Oncology, Inc.
4.1(2)	Form of Common Stock Certificate of Clovis Oncology, Inc.
4.2(3)	Clovis Oncology Inc. Registration Rights Agreement, dated as of November 19, 2013, between Clovis Oncology, Inc. and certain investors signatory thereto.
5.1	Opinion of Willkie Farr & Gallagher LLP regarding the validity of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of KPMG S.p.A.
23.3	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages hereto).

\* To be filed as an exhibit to a Current Report on Form 8-K and incorporated herein by reference.

- (1) Incorporated by reference to the registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 15, 2012.
- (2) Incorporated by reference to Amendment No. 2 to the registrant's Registration Statement on Form S-1 (File No. 333-175080) filed with the Securities and Exchange Commission on August 31, 2011.
- (3) Incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K dated November 19, 2013 filed with the Securities and Exchange Commission on November 19, 2013.