

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

**AKEBIA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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

**245 First Street, Suite 1100, Cambridge, MA**  
(Address of Principal Executive Offices)

**20-8756903**  
(IRS Employer  
Identification No.)

**02142**  
(Zip Code)

**2014 Incentive Plan  
2014 Employee Stock Purchase Plan**  
(Full titles of the plans)

**Nicole R. Hadas**  
**General Counsel and Secretary**  
**245 First Street, Suite 1100**  
**Cambridge, MA 02142**  
(Name and address of agent for service)

**(617) 871-2098**  
(Telephone number, including area code, of agent for service)

**Please send copies of all communications to:**

**Paul M. Kinsella**  
**Ropes & Gray LLP**  
**Prudential Tower**  
**800 Boylston Street**  
**Boston, MA 02199-3600**  
**617-951-7000**

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.

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	Shares to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
2014 Incentive Plan—Common Stock, \$0.00001 par value per share	1,643,710	\$7.295	\$11,990,864	\$1,208.00
2014 Employee Stock Purchase Plan—Common Stock, \$0.00001 par value per share	87,431	\$7.295	\$637,809	\$65.00
<b>TOTALS</b>	<b>1,731,141</b>	<b>\$7.295</b>	<b>\$12,628,673</b>	<b>\$1,272.00</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such additional shares of Common Stock as may be issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (2) Pursuant to Rules 457(c) and 457(h) of the Securities Act, the proposed maximum offering price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported on the NASDAQ Global Market as of a date (February 8, 2016) within five business days prior to filing this Registration Statement.



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## EXPLANATORY NOTE

This Registration Statement is being filed in accordance with General Instruction E to Form S-8 and registers 1,731,141 additional shares of common stock, the same class as other securities for which the registration statement filed on Form S-8 (SEC File No. 333-196748) of the Registrant is effective. The information contained in the Registrant's registration statement on Form S-8 (SEC File No. 333-196748) is hereby incorporated by reference pursuant to General Instruction E.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on this 10th day of February, 2016.

### AKEBIA THERAPEUTICS, INC.

By: /s/ John P. Butler

Name: John P. Butler

Title: *President and Chief Executive Officer*

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints John P. Butler and Jason A. Amello and each of them acting individually, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by Akebia Therapeutics, Inc., and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their 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 has been signed by the following persons in the capacities and on the dates indicated:

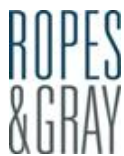
<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John P. Butler</u> John P. Butler	President, Chief Executive Officer (Principal Executive Officer) and Director	February 10, 2016
<u>/s/ Jason A. Amello</u> Jason A. Amello	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 10, 2016
<u>/s/ Muneer A. Satter</u> Muneer A. Satter	Chairman and Director	February 10, 2016
<u>/s/ Anupam Dalal</u> Anupam Dalal	Director	February 10, 2016
<u>/s/ Duane Nash</u> Duane Nash	Director	February 10, 2016
<u>/s/ Michael S. Wyzga</u> Michael S. Wyzga	Director	February 10, 2016
<u>/s/ Maxine Gowen</u> Maxine Gowen	Director	February 10, 2016
<u>/s/ Michael D. Clayman</u> Michael D. Clayman	Director	February 10, 2016
<u>/s/ Ronald C. Renaud, Jr.</u> Ronald C. Renaud, Jr.	Director	February 10, 2016

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**EXHIBIT INDEX**

**Exhibit**

- 5.1 Opinion of Ropes & Gray LLP.
- 23.1 Consent of Ernst & Young LLP.
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).
- 24.1 Powers of Attorney (included as part of the signature page).



ROPES & GRAY LLP  
PRUDENTIAL TOWER  
800 BOYLSTON STREET  
BOSTON, MA 02199-3600  
WWW.ROPESGRAY.COM

February 10, 2016

Akebia Therapeutics, Inc.  
245 First Street, Suite 1100  
Cambridge, MA 02142

Ladies and Gentlemen:

This opinion letter is furnished to you in connection with the registration statement on Form S-8 (the "Registration Statement"), filed by Akebia Therapeutics, Inc., a Delaware corporation (the "Company"), on the date hereof, with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of 1,731,141 shares of common stock, \$0.00001 par value, of the Company (the "Shares"). The Shares are issuable under the Company's 2014 Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the adoption of the Plan. We have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

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

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2014 Incentive Plan and 2014 Employee Stock Purchase Plan of Akebia Therapeutics, Inc. of our report dated March 4, 2015, with respect to the consolidated financial statements of Akebia Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 8, 2016