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

FORM 8-K

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

Date of Report (Date of earliest event reported): April 9, 2015

TOKAI PHARMACEUTICALS, INC.

(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36620
(Commission
File Number)

20-1000967
(IRS Employer
Identification No.)

255 State Street, 6th floor
Boston, Massachusetts 02109
(Address of Principal Executive Offices) (Zip Code)

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

One Broadway, 14th floor
Cambridge, MA 02142
(Former Name or Former Address, if Changed Since Last Report)

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

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

On April 9, 2015, Cheryl L. Cohen was elected by the Board of Directors (the “Board”) of Tokai Pharmaceuticals, Inc., a Delaware corporation, (the “Company”) to the Board as a Class I director with a term expiring at the 2015 annual meeting of stockholders.

Ms. Cohen served as the Chief Commercial Officer of Medivation, Inc. (“Medivation”) from September 2011 to July 2014, where she was responsible for the Medivation’s U.S. launch of Xtandi (enzalutamide) for metastatic castration-resistant prostate cancer. At Medivation, Ms. Cohen established and led Medivation’s commercial organization and oversaw the successful launch of Xtandi, with the product achieving nearly \$400M in U.S. revenues in its first full year of sales. Ms. Cohen also worked closely on all Medivation steering committees with its commercial partner, Astellas Pharma Inc., and was involved in life cycle and strategic planning for Xtandi and in the review of new business development opportunities for Medivation. Ms. Cohen currently serves as president of CLC Consulting, a pharmaceutical and biotechnology consulting firm specializing in new product commercialization where she also served as president from September 2008 until September 2011 when she joined Medivation. Ms. Cohen’s previous experience also includes over a decade at Johnson & Johnson, including as vice president of its strategic commercial group accountable for managed markets, contracting and supply chain, Health Care Systems, Inc., and as vice president, rheumatology franchise, of Janssen Biotech, Inc. (formerly Centocor Biotech, Inc.), where she had direct responsibility for its Remicade® U.S. rheumatoid arthritis business. Ms. Cohen received her B.A. from Saint Joseph College.

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

In accordance with the Company’s director compensation program, Ms. Cohen will receive (i) an annual cash retainer of \$35,000 for service on the Board, which is payable quarterly in arrears. In addition, under the Company’s director compensation program, upon her election as a director, Ms. Cohen was granted an option on April 9, 2015 to purchase 25,000 shares of the Company’s common stock at an exercise price per share of \$11.08 (the “Initial Stock Option”). Subject to Ms. Cohen’s continued service on our board, this Initial Stock Option will vest with respect to one-third of the shares underlying the option on the first anniversary of the grant date and quarterly thereafter until the third anniversary of the date of grant. Under the Company’s director compensation program, Ms. Cohen will also receive an annual grant of an option to purchase 12,000 shares of common stock on the date of the first meeting of the Board held after each annual meeting of stockholders (the “Annual Stock Options”). Subject to Ms. Cohen’s continued service on our board, these Annual Stock Options will vest with respect to 100% of the shares on the first anniversary of the grant date. The Initial Stock Option and Annual Stock Options will vest in full with respect to the shares then underlying such options upon the occurrence of a change in control of the Company.

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

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

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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

99.1 Press release issued by the Company on April 13, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOKAI PHARMACEUTICALS, INC.

Date: April 15, 2015

By: /s/ Lee H. Kalowski
Lee H. Kalowski
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
99.1	Press release issued by the Company on April 13, 2015



**Tokai Pharmaceuticals Announces the Appointment of Cheryl Cohen,
Former Medivation Chief Commercial Officer, to its Board of Directors**

CAMBRIDGE, Mass.—(BUSINESS WIRE)—Apr. 13, 2015—Tokai Pharmaceuticals, Inc. (NASDAQ: TKAI), a clinical-stage biopharmaceutical company focused on developing novel therapies for prostate cancer and other hormonally driven diseases, today announced the appointment of Cheryl Cohen, the former Chief Commercial Officer of Medivation, Inc., to its Board of Directors.

“Cheryl brings significant commercial expertise to Tokai. As the former Chief Commercial Officer of Medivation, Cheryl led the company’s highly successful launch of Xtandi® in the United States and built the company’s commercial infrastructure from the ground up,” said Jodie Morrison, President and Chief Executive Officer of Tokai Pharmaceuticals. “As we make final preparations to start ARMOR3-SV and begin our commercialization planning for galeterone, Cheryl’s first-hand experience marketing Xtandi, as well as her broader expertise in oncology and new drug commercialization, should provide immediate contributions to Tokai and its Board of Directors. It is my pleasure to welcome Cheryl to the Tokai Board.”

“It’s an exciting time to be joining the Tokai Board as galeterone advances into a registration trial in a subset of prostate cancer patients with significant unmet need,” stated Ms. Cohen. “Last year, *The New England Journal of Medicine* published the results of the Johns Hopkins University clinical trial that demonstrated the link between AR-V7 and poor response to enzalutamide and abiraterone. I’m thrilled to be able to bring my commercial experience to the Tokai board as the ARMOR3-SV trial in AR-V7 prostate cancer is poised to begin.”

Ms. Cohen served as the Chief Commercial Officer of Medivation, Inc., from September 2011 to July 2014, where she was responsible for the company’s U.S. launch of Xtandi (enzalutamide) for metastatic castration-resistant prostate cancer. At Medivation, Ms. Cohen established and led the company’s commercial organization and oversaw a successful launch, with the product achieving nearly \$400M in U.S. revenues in the first full year. Ms. Cohen also worked closely on all Medivation steering committees with its commercial partner, Astellas, and was involved in life cycle and strategic planning for Xtandi and in the review of new business development opportunities. Ms. Cohen currently serves as president of CLC Consulting, a pharmaceutical and biotechnology consulting firm specializing in new product commercialization. Ms. Cohen’s previous experience also includes over a decade at Johnson & Johnson, most recently as vice president, strategic commercial group, Health Care Systems, Inc., accountable for managed markets, contracting, and supply chain, and as vice president, rheumatology franchise, Centocor, Inc., where she had direct responsibility for the \$1+ billion per year Remicade U.S. rheumatoid arthritis business. She earned her B.A. from Saint Joseph College.

About Tokai Pharmaceuticals

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

About the ARMOR3-SV Clinical Trial

ARMOR3-SV is a randomized, open label registration Phase 3 clinical trial that will compare galeterone to Xtandi® (enzalutamide) in 148 metastatic CRPC treatment-naïve patients whose prostate tumors express the AR-V7 splice variant. The primary endpoint of the trial will be radiographic progression-free survival measured from the time of patient randomization to the time of radiographic evidence of disease progression or time of death from any cause. The Company expects to commence the trial in the second quarter of 2015.

Forward-looking Statements

Any statements in this press release about future expectations, plans and prospects for the Company, including statements about the Company's strategy, future operations, intellectual property, and other statements containing the words "believes," "anticipates," "plans," "expects," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: whether the Company's cash resources will be sufficient to fund the Company's continuing operations for the period anticipated; whether data from early clinical trials will be indicative of the data that will be obtained from future clinical trials; whether galeterone will advance through the clinical trial process on the anticipated timeline, including whether ARMOR3-SV will be initiated when anticipated; whether a companion diagnostic can be developed successfully and on a timely basis; whether the results of ARMOR3-SV will warrant submission for regulatory approval of galeterone and whether such submission will receive approval from the United States Food and Drug Administration or equivalent foreign regulatory agencies; whether, if galeterone obtains such approval, it will be successfully distributed and marketed; and other factors discussed in the "Risk Factors" section of the Company's annual report on Form 10-K for the year ended December 31, 2014. In addition, the forward-looking statements included in this press release represent the Company's views as of April 13, 2015. The Company anticipates that subsequent events and developments may cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to April 13, 2015.

Source: Tokai Pharmaceuticals

Investor Contacts:

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