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

FORM S-8 REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

ACADIA PHARMACEUTICALS INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization) $\begin{array}{c} 06\text{-}1376651 \\ \text{(I.R.S. Employer Identification No.)} \end{array}$

3911 Sorrento Valley Boulevard San Diego, CA 92121 (858) 558-2871 (Address of Principal Executive Offices)

ACADIA Pharmaceuticals Inc. 2004 EQUITY INCENTIVE PLAN 2004 EMPLOYEE STOCK PURCHASE PLAN (Full Title of the Plans)

Uli Hacksell, Ph.D.
Chief Executive Officer
(Name and Address of Agent for Service)

(858) 558-2871 (Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Glenn F. Baity General Counsel ACADIA Pharmaceuticals Inc. 3911 Sorrento Valley Boulevard San Diego, CA 92121 (858) 558-2871 D. Bradley Peck COOLEY GODWARD LLP 4401 Eastgate Mall San Diego, CA 92121 (858) 550-6000

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock issuable under the 2004 Equity Incentive				
Plan (par value \$0.0001 per share)	541,651 shares	\$10.20(2)	\$5,524,840(2)	\$650
Common Stock issuable under the 2004 Employee Stock				
Purchase Plan (par value \$0.0001 per share)	150,000 shares	\$10.20(2)	\$1,530,000(2)	\$180
Total	691,651 shares	N/A	\$7,054,840	\$830

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also registers any additional shares of the Registrant's common stock, par value \$0.0001 per share (the "Common Stock"), as may become issuable under the plans as a result of any stock split, stock dividend, recapitalization or similar event.
- 2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on September 7, 2005 as reported on the Nasdaq National Market.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8 NO. 333-115956

The contents of Registration Statement on Form S-8 No. 333-115956 filed with the Securities and Exchange Commission on May 27, 2004 are incorporated by reference herein.

EXHIBITS

Number	Description
4.1	Registrant's Amended and Restated Certificate of Incorporation (1)
4.2	Registrant's Amended and Restated Bylaws, as currently in effect (1)
4.3	Form of Registrant's common stock certificate (2)
5.1	Opinion of Cooley Godward LLP
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2	Consent of Cooley Godward LLP. Reference is made to Exhibit 5.1
99.2	2004 Equity Incentive Plan (1)
99.3	2004 Employee Stock Purchase Plan (1)

Exhibit

- Filed as an exhibit to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-113137), originally filed with the Commission on February 27, 2004, and incorporated herein by reference.
- (2) Filed as Exhibit 4.1 to Registration Statement on Form S-1 (File No. No. 333-52492), filed with the Commission on December 21, 2000, and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on September 13, 2005.

ACADIA PHARMACEUTICALS INC.

By: /s/ ULI HACKSELL
Uli Hacksell, Ph.D.
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints ULI HACKSELL, Ph.D. and THOMAS H. AASEN, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/S/ ULI HACKSELL	Chief Executive Officer and Director (Principal Executive Officer)	September 13, 2005
ULI HACKSELL	(1 Thicipal Executive Officer)	
/s/ Thomas H. Aasen	Vice President, Chief Financial Officer, Treasurer and Secretary	September 13, 2005
THOMAS H. AASEN	(Principal Financial and Accounting Officer)	
/s/ Mark R. Brann	President, Chief Scientific Officer and Director	September 13, 2005
MARK R. BRANN		
/s/ Leslie L. Iversen	Chairman of the Board	September 13, 2005
LESLIE L. IVERSEN		
/s/ Gordon Binder	Director	September 13, 2005
GORDON BINDER		
/S/ MICHAEL BORER	Director	September 13, 2005
MICHAEL BORER		
/S/ MARY ANN GRAY	Director	September 13, 2005
MARY ANN GRAY		
/s/ Lester J. Kaplan	Director	September 13, 2005
LESTER J. KAPLAN		
/s/ Torsten Rasmussen	Director	September 13, 2005
TORSTEN RASMUSSEN		
/S/ ALAN WALTON	Director	September 13, 2005
ALAN G. WALTON		

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ATTORNEYS AT LAW

4401 Eastgate Mall San Diego, CA 92121-1909

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415 693-2000

September 13, 2005

D. BRADLEY PECK (858) 550-6012 bpeck@cooley.com

ACADIA Pharmaceuticals Inc. 3911 Sorrento Valley Boulevard San Diego, CA 92121

Ladies and Gentlemen:

Very truly yours,

You have requested our opinion with respect to certain matters in connection with the filing by ACADIA PHARMACEUTICALS INC., a Delaware corporation (the "Company"), of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission, covering the offering of an aggregate of up to 691,651 shares of the Company's Common Stock, \$.0001 par value, including 541,651 shares (the "Incentive Plan Shares") issuable pursuant to the Company's 2004 Equity Incentive Plan (the "Incentive Plan") and 150,000 shares (the "ESPP Shares") issuable pursuant to the Company's 2004 Employee Stock Purchase Plan (the "ESPP").

In connection with this opinion, we have examined and relied upon the Registration Statement and related prospectuses, the Incentive Plan and the ESPP, the Company's Amended and Restated Certificate of Incorporation and Bylaws, and the originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that (i) the Incentive Plan Shares, when issued and sold in accordance with the Incentive Plan, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable (except as to Incentive Plan Shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full) and (ii) the ESPP Shares, when issued and sold in accordance with the ESPP, the Registration Statement and related prospectus, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Cooley Godward LLP

By: /s/ D. BRADLEY PECK

D. Bradley Peck

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 17, 2005 relating to the consolidated financial statements of ACADIA Pharmaceuticals Inc., which appears in ACADIA Pharmaceuticals Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP San Diego, California September 13, 2005