

ACHILLION PHARMACEUTICALS INC

FORM 8-K (Current report filing)

Filed 05/24/17 for the Period Ending 05/23/17

Address	300 GEORGE STREET NEW HAVEN, CT 06511
Telephone	203-624-7000
CIK	0001070336
Symbol	ACHN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

**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): May 23, 2017

Achillion Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33095
(Commission
File Number)

52-2113479
(IRS Employer
Identification No.)

300 George Street
New Haven, CT
(Address of principal executive offices)

06511
(Zip Code)

Registrant's telephone number, including area code: (203) 624-7000

N/A
(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 14a-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)).

Indicate by checkmark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter).

Emerging growth company

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Achillion Pharmaceuticals, Inc. (the “Company”) held on May 23, 2017, the Company’s stockholders considered and voted upon the following proposals at the meeting: (1) the election of each of Michael D. Kishbauch, Robert L. Van Nostrand and Nicole Vitullo as the Company’s three Class II directors for terms to expire at the Company’s 2020 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (2) the approval, on an advisory basis, of the Company’s executive compensation; (3) the recommendation, on an advisory basis, of the frequency of future executive compensation advisory votes; and (4) the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017.

Each proposal was approved by the requisite number of votes. The results with respect to each matter voted upon are set forth below.

(1) The Company’s stockholders elected the nominees listed below to the Company’s Board of Directors, each to serve as a Class II director for a term to expire at the Company’s 2020 Annual Meeting of Stockholders and until their successors are duly elected and qualified:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Michael D. Kishbauch	89,216,946	5,034,805	22,857,322
Robert L. Van Nostrand	93,284,615	967,136	22,857,322
Nicole Vitullo	93,389,440	862,311	22,857,322

(2) The compensation of the Company’s named executive officers was approved on a non-binding advisory basis:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
92,586,346	1,185,394	480,011	22,857,322

(3) The stockholders recommended, in a non-binding advisory vote, that future advisory votes on the compensation of the Company’s named executive officers be held every year:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
85,723,472	157,799	8,130,098	240,382	22,857,322

Based on these results and consistent with the Board’s previous recommendation, the Board intends to hold future advisory votes on the compensation of the Company’s named executive officers every year.

(4) The selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 was ratified:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
115,846,606	817,403	445,064

SIGNATURE

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

Date: May 24, 2017

ACHILLION PHARMACEUTICALS, INC.

By: /s/ Mary Kay Fenton
Mary Kay Fenton
Chief Financial Officer