

VIVUS INC
Form 8-K
September 16, 2014

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)

September 12, 2014

VIVUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-33389
(Commission File Number)

94-3136179
(IRS Employer
Identification No.)

351 EAST EVELYN AVENUE

MOUNTAIN VIEW, CA 94041

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(Address of principal executive offices, including zip code)

(650) 934-5200

(Registrant's telephone number, including area code)

N/A

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

On September 12, 2014, VIVUS, Inc., or the Company, held its 2014 Annual Meeting of Stockholders, or the Annual Meeting. At the Annual Meeting, the Company's stockholders elected seven directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified; approved, on an advisory basis, the Company's executive compensation; ratified the Company's appointment of OUM & Co. LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and approved an amendment to the Company's 2010 Equity Incentive Plan to increase the number of authorized shares reserved for issuance thereunder by 5,950,000 shares. As previously disclosed, the Company intends to continue to solicit stockholder approval, on an advisory basis, of the Company's executive compensation on an annual basis at least until the next advisory vote on the frequency of stockholder advisory votes occurs. The next advisory vote regarding the frequency of stockholder advisory votes on executive compensation is required to occur no later than the Company's 2017 Annual Meeting of Stockholders.

The Company's independent inspector of election reported the voting results as follows:

(i) Election of seven directors to serve until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified:

| Name | For | Withheld | Broker Non-Votes |
|--------------------------------------|------------|------------|------------------|
| Samuel F. Colin, M.D. | 33,240,903 | 4,906,010 | 45,818,506 |
| Alexander J. Denner, Ph.D. | 27,059,579 | 11,087,334 | 45,818,506 |
| Seth H. Z. Fischer | 34,510,972 | 3,635,941 | 45,818,506 |
| Johannes J.P. Kastelein, M.D., Ph.D. | 24,542,112 | 13,604,801 | 45,818,506 |
| David Y. Norton | 34,339,985 | 3,806,928 | 45,818,506 |
| Jorge Plutzky, M.D. | 34,358,144 | 3,788,769 | 45,818,506 |
| Herman Rosenman | 34,261,827 | 3,885,086 | 45,818,506 |

(ii) Approval of, on an advisory basis, the Company's executive compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 31,178,589 | 4,087,044 | 2,881,280 | 45,818,506 |

(iii) Ratification of the appointment of OUM & Co. LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 79,597,148 | 3,411,201 | 957,070 | 0 |

(iv) Approval of an amendment to the Company's 2010 Equity Incentive Plan to increase the number of authorized shares reserved for issuance thereunder by 5,950,000 shares:

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| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 34,550,167 | 3,412,141 | 184,605 | 45,818,506 |

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.

VIVUS, INC.

By: /s/ John L. Slebir
John L. Slebir
Senior Vice President, Business Development and General
Counsel

Date: September 16, 2014