

ARENA PHARMACEUTICALS INC
Form 8-K
June 13, 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): June 13, 2014

Arena Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-31161
(Commission

File Number)

6154 Nancy Ridge Drive, San Diego, California 92121

23-2908305
(I.R.S. Employer

Identification No.)

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(Address of principal executive offices) (Zip Code)

858.453.7200

(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:

- .. 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))

In this report, Arena Pharmaceuticals, Arena, Company, we, us and our refer to Arena Pharmaceuticals, Inc., one or more of our wholly owned subsidiaries, unless the context otherwise provides. Arena Pharmaceuticals® and Arena® are registered service marks of Arena Pharmaceuticals, Inc.

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

On June 13, 2014, we held our 2014 Annual Meeting of Stockholders. At the annual meeting, our stockholders (i) elected each of the director nominees named below to our Board of Directors to serve until the next annual meeting of stockholders and until their respective successors are elected and qualified or until their earlier resignation or removal; (ii) approved, on a non-binding, advisory basis, the compensation of our named executive officers, as disclosed in the proxy statement for the annual meeting; and (iii) ratified the appointment of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2014. The tables below set forth the results of the vote of our stockholders for the annual meeting.

Proposal 1: The election of directors

| Director Nominee | For | Withheld | Broker Non-Votes |
|--------------------------------|------------|-----------|------------------|
| Jack Lief | 70,111,735 | 2,697,817 | 108,145,013 |
| Dominic P. Behan, Ph.D., D.Sc. | 70,574,440 | 2,235,112 | 108,145,013 |
| Donald D. Belcher | 71,120,480 | 1,689,072 | 108,145,013 |
| Scott H. Bice | 70,593,268 | 2,216,284 | 108,145,013 |
| Harry F. Hixson, Jr., Ph.D. | 70,920,783 | 1,888,769 | 108,145,013 |
| Tina S. Nova, Ph.D. | 71,085,590 | 1,723,962 | 108,145,013 |
| Phillip M. Schneider | 70,656,264 | 2,153,288 | 108,145,013 |
| Christine A. White, M.D. | 70,832,036 | 1,977,516 | 108,145,013 |
| Randall E. Woods | 71,180,126 | 1,629,426 | 108,145,013 |

Proposal 2: The approval, on a non-binding, advisory basis, of the compensation of our named executive officers, as disclosed in the proxy statement for the annual meeting

| | |
|------------------------|-------------|
| Votes for approval | 64,423,704 |
| Votes against approval | 7,652,892 |
| Abstentions | 732,956 |
| Broker non-votes | 108,145,013 |

Proposal 3: Ratification of the Appointment of KPMG LLP

| | |
|------------------------|-------------|
| Votes for approval | 176,139,818 |
| Votes against approval | 3,583,909 |
| Abstentions | 1,230,838 |
| Broker non-votes | 0 |

SIGNATURE

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.

Date: June 13, 2014

Arena Pharmaceuticals, Inc.

By: /s/ Steven W. Spector
Steven W. Spector
Executive Vice President, General Counsel and
Secretary