

Regulus Therapeutics Inc.  
Form 8-K/A  
June 14, 2016

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

**FORM 8-K/A**

**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 2, 2016**

**Regulus Therapeutics Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation)**

**001-35670**  
**(Commission**

**File No.)**

**26-4738379**  
**(IRS Employer**

**Identification No.)**

**10614 Science Center Drive**

**San Diego, CA**  
**(Address of principal executive offices)**

**92121**  
**(Zip Code)**

**Registrant's telephone number, including area code: (858) 202-6300**

**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))

## EXPLANATORY NOTE

This Current Report on Form 8-K/A is being filed by Regulus Therapeutics Inc. (the Company) solely to correct a typographical error contained under Item 5.07 of the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 8, 2016 (the Original Report). Specifically, the Original Report reflected the number of votes cast For the election of Paul C. Grint, M.D. at the Company's 2016 Annual Meeting of Stockholders held on June 2, 2016 (the Annual Meeting) as 27,296,358. The correct number of votes cast For the election of Dr. Grint at the Annual Meeting was 37,296,358.

In accordance with Rule 12b-15 of the Securities Exchange Act of 1934, as amended, the complete text of Item 5.07 of the Original Report, as amended hereby, is set forth below.

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

The Annual Meeting was held on June 2, 2016. As of April 8, 2016, the record date for the Annual Meeting, 52,781,009 shares of common stock were issued and outstanding. A summary of the matters voted upon at the Annual Meeting and the final voting results are set forth below.

#### Proposal 1. Election of Directors

The seven persons listed below were elected as directors at the Annual Meeting, each to serve until the Company's 2017 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The final voting results were as follows:

|                             | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------------|------------|----------------|------------------|
| David Baltimore, Ph.D.      | 37,236,384 | 377,533        | 6,945,872        |
| Mark G. Foletta             | 37,320,922 | 292,995        | 6,945,872        |
| Paul C. Grint, M.D.         | 37,296,358 | 317,559        | 6,945,872        |
| Stelios Papadopoulos, Ph.D. | 37,176,762 | 437,155        | 6,945,872        |
| William Rastetter, Ph.D.    | 37,173,175 | 440,742        | 6,945,872        |
| Hugh Rosen, M.D., Ph.D.     | 37,537,822 | 76,095         | 6,945,872        |
| Douglas Williams, Ph.D.     | 37,282,247 | 331,670        | 6,945,872        |

#### Proposal 2: Approval of Amendment to the Company's Amended and Restated Certificate of Incorporation.

The Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to permit removal of a member of the Board of Directors with or without cause by a majority vote of stockholders. The final voting results were as follows:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 44,185,853 | 225,824       | 148,112     |

#### Proposal 3. Ratification of the Selection of Independent Registered Public Accounting Firm

The Company's stockholders ratified the selection by the Company's Audit Committee of the Board of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The final voting results were as follows:

Edgar Filing: Regulus Therapeutics Inc. - Form 8-K/A

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 43,712,234       | 776,604              | 70,951             |

**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.

Regulus Therapeutics Inc.

Date: June 14, 2016

By: /s/ Paul C. Grint  
Paul C. Grint, M.D.  
President and CEO