

Edgar Filing: vTv Therapeutics Inc. - Form 8-K

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark 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 2.02 Results of Operations and Financial Condition

On May 1, 2019, vTv Therapeutics Inc. issued a press release to announce its financial results for the fiscal quarter ended March 31, 2019. A copy of the press release is attached as Exhibit 99.1 to this current report on Form 8-K and is incorporated herein by reference.

The information in this report (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 29, 2019, vTv Therapeutics Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). The matters voted on at the Annual Meeting and the votes cast with respect to each such matter are set forth below:

- (1) The Company’s stockholders elected the nominees listed below to the Company’s Board of Directors, each to serve for a term to expire at the Company’s 2020 annual meeting of stockholders or until their successors are duly elected and qualified based on the following results of the voting:

| Director Nominee | For | Against | Withheld | Broker Non-Votes |
|--------------------|------------|---------|----------|------------------|
| Jeffrey B. Kindler | 40,192,519 | — | 123,243 | 4,713,852 |
| Steven M. Cohen | 40,187,751 | — | 128,011 | 4,713,852 |
| John A. Fry | 40,254,188 | — | 61,574 | 4,713,852 |
| Paul G. Savas | 40,195,500 | — | 120,262 | 4,713,852 |
| Noel J. Spiegel | 40,254,153 | — | 61,609 | 4,713,852 |
| Howard L. Weiner | 40,262,559 | — | 53,203 | 4,713,852 |

- (2) The appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified based on the following results of the voting:

| For | Against | Abstain |
|------------|---------|---------|
| 44,734,009 | 203,119 | 92,486 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Press Release dated May 1, 2019, announcing financial results for the fiscal quarter ended March 31, 2019

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.

VTV THERAPEUTICS INC.

By: /s/ Rudy C. Howard
Name: Rudy C. Howard
Title: Chief Financial Officer

Dated: May 1, 2019