

INOVIO PHARMACEUTICALS, INC.

Form 8-K

May 18, 2011

**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 13, 2011

**INOVIO PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14888**  
(Commission  
File Number)

**33-0969592**  
(I.R.S. Employer  
Identification No.)

**1787 Sentry Parkway West**

**Building 18, Suite 400**

**Blue Bell, Pennsylvania**  
(Address of principal executive offices)

**19422**  
(Zip Code)

**Registrant's telephone number, including area code: (267) 440-4200**

**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))

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

The Company held its 2011 Annual Meeting of Stockholders on May 13, 2011. The following are the voting results for each matter voted upon:

Proposal 1: The election of the following nominees as directors of the Company to serve until the Company's 2012 Annual Meeting of Stockholders and until their successors are elected.

| Name of Director Nominee | Votes For  | Votes Withheld |
|--------------------------|------------|----------------|
| Avtar S. Dhillon         | 29,585,522 | 944,411        |
| J. Joseph Kim            | 29,410,217 | 1,119,716      |
| Simon X. Benito          | 29,391,810 | 1,138,123      |
| Morton Collins           | 29,397,049 | 1,132,884      |
| Keith H. Wells           | 28,868,041 | 1,661,892      |

Proposal 2: The ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011.

| For        | Against | Abstain |
|------------|---------|---------|
| 64,776,268 | 227,186 | 186,556 |

Proposal 3: The approval, by a non-binding vote, of the compensation of the Company's named executive officers described in the Company's proxy statement with respect to the annual meeting.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 29,102,702 | 1,232,982 | 194,249 | 34,660,077       |

Proposal 4: The determination, by a non-binding vote, of three years as the frequency with which the Company will submit to its stockholders for approval the compensation of the Company's named executive officers.

| One Year   | Two Years | Three Years | Abstain |
|------------|-----------|-------------|---------|
| 13,502,983 | 716,040   | 16,180,248  | 130,662 |

In light of the results of the advisory vote on Proposal 4, the Company intends to submit to its stockholders for approval the compensation of the Company's named executive officers every three years, until the next required vote on the frequency of stockholder votes on the compensation of named executive officers.

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.

INOVIO PHARMACEUTICALS, INC.

By: /s/ Peter Kies  
Peter Kies,  
Chief Financial Officer

Date: May 18, 2011