

ALEXION PHARMACEUTICALS INC

Form 8-K

May 12, 2015

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 6, 2015

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-27756

13-3648318

(State or other jurisdiction of
of incorporation or organization)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

352 Knotter Drive, Cheshire, Connecticut 06410

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (203) 272-2596

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))

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

Alexion Pharmaceuticals, Inc. held its Annual Meeting of Shareholders on May 6, 2015 in New Haven, Connecticut. The results of the matters voted on by the shareholders are set forth below.

1. The election of directors:

| | Votes For | Votes Against or Withheld | Abstentions | Broker Non-Votes |
|--------------|-------------|------------------------------|-------------|---------------------|
| Leonard Bell | 176,540,206 | 99,313 | 1,215,400 | 4,946,574 |

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| | | | | |
|----------------------|-------------|---------|-----------|-----------|
| David Brennan | 177,382,387 | 36,873 | 435,659 | 4,946,574 |
| M. Michele Burns | 177,135,846 | 80,224 | 638,849 | 4,946,574 |
| Christopher Coughlin | 177,105,536 | 299,877 | 449,506 | 4,946,574 |
| David Hallal | 177,184,493 | 37,263 | 633,163 | 4,946,574 |
| John T. Mollen | 176,933,925 | 182,869 | 738,125 | 4,946,574 |
| R. Douglas Norby | 175,788,089 | 732,876 | 1,333,954 | 4,946,574 |
| Alvin S. Parven | 175,745,811 | 768,777 | 1,340,331 | 4,946,574 |
| Andreas Rummelt | 177,278,442 | 43,077 | 533,400 | 4,946,574 |
| Ann M. Veneman | 176,552,943 | 619,009 | 682,967 | 4,946,574 |

2. The non-binding advisory vote to approve the compensation paid to Alexion's named executive officers as described in Alexion's 2015 proxy statement:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 175,416,687 | 1,947,905 | 490,327 | 4,946,574 |

3. Ratification of the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 181,493,307 | 1,079,168 | 229,018 |

4. Approval of 2015 Employee Stock Purchase Plan:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 177,278,876 | 342,761 | 233,282 |

5. Shareholder proposal requesting the Board of Directors to amend Alexion's governing documents to allow for proxy access:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 87,188,567 | 89,946,367 | 719,985 |

6. Shareholder proposal requesting the Board of Directors to amend Alexion's governing documents to give shareholders owning ten percent of Alexion stock the power to call a special meeting:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 79,446,714 | 98,155,603 | 252,602 |

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: May 12, 2015

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By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Vice President of Law and Corporate Secretary