

UNITED THERAPEUTICS Corp
Form 8-K
June 27, 2012

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 26, 2012**

United Therapeutics Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

000-26301
(Commission
File Number)

52-1984749
(I.R.S. Employer
Identification Number)

1040 Spring Street
Silver Spring, MD
(Address of Principal Executive Offices)

20910
(Zip Code)

Registrant's telephone number, including area code: **(301) 608-9292**

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

On June 26, 2012, United Therapeutics Corporation (the *Company*) held its 2012 annual meeting of shareholders. The Company's shareholders considered four matters, each of which is described in more detail in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 30, 2012. The final voting results for the meeting are as follows:

1. The Company's shareholders elected the following nominees as Class I directors, to serve three-year terms until the 2015 annual meeting of shareholders or until their successors are duly elected and qualified or their office is otherwise vacated, by the votes set forth below:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Martine Rothblatt | 41,930,408 | 3,767,686 | 3,164,389 |
| Louis Sullivan | 42,978,584 | 2,719,510 | 3,164,389 |
| Ray Kurzweil | 36,250,038 | 9,448,056 | 3,164,389 |

2. The Company's shareholders approved an advisory resolution on executive compensation by the vote set forth below:

| | |
|-------------------|------------|
| Votes for: | 44,734,163 |
| Votes against: | 895,298 |
| Abstentions: | 68,633 |
| Broker non-votes: | 3,164,389 |

3. The Company's shareholders approved the United Therapeutics Corporation Employee Stock Purchase Plan by the vote set forth below:

| | |
|-------------------|------------|
| Votes for: | 44,301,247 |
| Votes against: | 1,337,192 |
| Abstentions: | 59,655 |
| Broker non-votes: | 3,164,389 |

4. The Company's shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012, by the vote set forth below:

| | |
|-------------------|------------|
| Votes for: | 47,798,690 |
| Votes against: | 1,016,814 |
| Abstentions: | 46,979 |
| Broker non-votes: | |

Item 7.01. Regulation FD Disclosure.

On June 27, 2012, the Company issued a press release announcing that its Board of Directors has authorized a share repurchase program of up to \$100 million in common stock. Shares repurchased under this program will be held in treasury. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in Item 7.01 to this Current Report on Form 8-K, and Exhibits 99.1 attached hereto, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Exhibits

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|-----------------------------------|
| 99.1 | Press release dated June 27, 2012 |

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.

UNITED THERAPEUTICS CORPORATION

Dated: June 27, 2012

| | |
|--------|-------------------|
| By: | /s/ Paul A. Mahon |
| Name: | Paul A. Mahon |
| Title: | General Counsel |

Exhibit Index

| Exhibit No. | Description of Exhibit |
|--------------------|-----------------------------------|
| 99.1 | Press release dated June 27, 2012 |