

Regulus Therapeutics Inc.
Form 8-K
June 05, 2018

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 1, 2018

Regulus Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-35670
(Commission

26-4738379
(IRS Employer

File No.)

Identification No.)

10614 Science Center Drive

92121

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San Diego, CA

(Address of principal executive offices)

(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))

Indicate by check mark whether the registrant is an emerging growth company 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

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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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Regulus Therapeutics Inc. (the Company) was held on June 1, 2018. As of April 6, 2018, the record date for the Annual Meeting of Stockholders, 104,319,552 shares of common stock were issued and outstanding. A summary of the matters voted upon at the Annual Meeting of Stockholders 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 of Stockholders, each to serve until the Company's 2019 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. | 49,631,205 | 4,072,987 | 38,511,005 |
| Kathryn J. Collier | 52,755,308 | 948,884 | 38,511,005 |
| Joseph P. Hagan | 49,616,442 | 4,087,750 | 38,511,005 |
| Stelios Papadopoulos, Ph.D. | 49,475,601 | 4,228,591 | 38,511,005 |
| William Rastetter, Ph.D. | 49,671,149 | 4,033,043 | 38,511,005 |
| Hugh Rosen, M.D., Ph.D. | 49,671,431 | 4,032,761 | 38,511,005 |
| Pascale Witz | 49,668,954 | 4,035,238 | 38,511,005 |

Proposal 2. The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's definitive proxy statement for the Annual Meeting of Stockholders. The final voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 52,838,305 | 751,650 | 114,237 | 38,511,005 |

Proposal 3. The Company's stockholders indicated, on an advisory basis, every year as the preferred frequency of stockholder advisory votes on the compensation of the Company's named executive officers. The final voting results were as follows:

| Votes For Every Year | Votes For Every Two Years | Votes for Every Three Years | Abstentions | Broker Non-Votes |
|-----------------------------|----------------------------------|------------------------------------|--------------------|-------------------------|
| 49,467,562 | 3,569,322 | 447,456 | 219,852 | 38,511,005 |

Based on these results, and consistent with the recommendation of the Company's Board of Directors, the Company has determined to hold a non-binding stockholder advisory vote on the compensation of the Company's named executive officers every year.

Proposal 4. 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 Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The final voting results were as follows:

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| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 90,809,879 | 1,159,396 | 245,922 |

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 5, 2018

By: /s/ Joseph P. Hagan
Joseph P. Hagan

President and CEO