

CHIASMA, INC
Form 8-K
June 11, 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 7, 2018

CHIASMA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37500
(Commission

File Number)
460 Totten Pond Rd, Suite 530

76-0722250
(I.R.S. Employer

Identification No.)

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Waltham, MA 02451

(Address of principal executive offices, including zip code)

(617) 928-5300

(Registrant's telephone number, including area code)

Not Applicable

(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))

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

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 following proposals were submitted to the stockholders at the 2018 Annual Meeting of Stockholders of Chiasma, Inc. (the Company) held on June 7, 2018 (the Annual Meeting):

- (i) The election of three Class III directors, as nominated by the Board, each to serve a three-year term expiring at the 2021 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal; and
- (ii) The ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.

The proposals are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 24, 2018.

The number of shares of common stock entitled to vote at the Annual Meeting was 24,383,994. The number of shares of common stock present or represented by valid proxy at the Annual Meeting was 19,990,758. All matters submitted to a vote of the Company's stockholders at the Annual Meeting were approved and all director nominees were elected.

The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

(a) Election of Class III Directors.

Director Nominee	Votes For	Votes Withheld
Scott Minick	14,225,679	2,157,237
John F. Thero	14,386,735	1,996,181
Roni Mamluk, Ph.D.	14,485,435	1,897,481

There were 3,607,842 broker non-votes regarding the election of directors.

(b) Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The results of the voting included 19,653,820 votes for, 230,913 votes against and 106,025 votes abstained. There were no broker non-votes regarding this proposal.

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.

Date: June 11, 2018

Chiasma, Inc.

By: /s/ Mark J. Fitzpatrick
Mark J. Fitzpatrick
President and Chief Executive Officer