

ALEXION PHARMACEUTICALS INC
Form 8-K
May 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): May 8, 2018
ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)
Delaware 000-27756 13-3648318

(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation or organization) File Number) Identification No.)

100 College Street, New Haven, Connecticut 06510

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (475) 230-2596

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))

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.

Alexion Pharmaceuticals, Inc. held its Annual Meeting of Shareholders on May 8, 2018 in Boston, Massachusetts. The results of the matters voted on by the shareholders are set forth below.

1. The election of directors:

| | Votes For | Withheld | Broker Non-Votes |
|-------------------------|-------------|------------|---------------------|
| Felix Baker | 189,600,392 | 1,630,682 | 6,988,210 |
| David R. Brennan | 190,013,667 | 1,217,407 | 6,988,210 |
| Christopher J. Coughlin | 189,146,606 | 2,084,468 | 6,988,210 |
| Deborah Dunsire | 190,447,762 | 783,312 | 6,988,210 |
| Paul A. Friedman | 168,621,205 | 22,609,869 | 6,988,210 |
| Ludwig N. Hantson | 190,228,807 | 1,002,267 | 6,988,210 |
| John T. Mollen | 188,143,899 | 3,087,175 | 6,988,210 |
| Francois Nader | 190,443,754 | 787,320 | 6,988,210 |
| Judith A. Reinsdorf | 190,444,008 | 787,066 | 6,988,210 |
| Andreas Rummelt | 188,263,478 | 2,967,596 | 6,988,210 |

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

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 195,946,869 | 2,023,270 | 249,145 |

4. The non-binding advisory vote to approve the compensation paid to Alexion's named executive officers as described in Alexion's 2018 proxy statement:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 150,170,969 | 40,710,392 | 349,713 | 6,988,210 |

5. Shareholder proposal requiring an independent Chairman of the Board of Directors:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 62,052,648 | 128,815,904 | 362,522 | 6,988,210 |

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 11, 2018 ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary