

Synthetic Biologics, Inc.  
Form 8-K  
October 25, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **October 22, 2013**

**SYNTHETIC BIOLOGICS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**1-12584**

(Commission File No.)

**13-3808303**

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

**155 Gibbs Street, Suite 412**

**Rockville, Maryland 20850**

(Address of principal executive offices)

**(734) 332-7800**

Registrant's telephone number, including area code:

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.**

On October 22, 2013, Synthetic Biologics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders voted on the following five (5) proposals and cast their votes as described below. These matters are described in detail in the Company’s proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on September 24, 2013.

Proposal 1 — Election of Directors

The following five (5) individuals were elected as directors, to serve until the 2014 Annual Meeting of Stockholders or their successors are elected and qualified with the following votes:

**Name of Director Votes For Withheld Broker Non-Votes**

|                   |            |         |            |
|-------------------|------------|---------|------------|
| (a) Steve Kanzer  | 21,062,817 | 471,862 | 14,970,038 |
| (b) Jeffrey Kraws | 20,798,144 | 736,535 | 14,970,038 |
| (c) Jeffrey Riley | 20,544,498 | 990,181 | 14,970,038 |
| (d) Scott Tarriff | 21,429,561 | 105,118 | 14,970,038 |
| (e) Jeffrey Wolf  | 20,845,390 | 689,289 | 14,970,038 |

Proposal 2 — Ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013.

The stockholders ratified and approved the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013 based on the votes listed below:

|                  |                      |                    |                         |
|------------------|----------------------|--------------------|-------------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
| 36,346,164       | 133,181              | 25,372             | 0                       |

Proposal 3 — Amendment to the Company’s 2010 Incentive Stock Plan

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The stockholders approved and adopted an amendment to the Company's 2010 Incentive Stock Plan (the "Plan") to increase the number of shares of Company common stock reserved for issuance under the Plan from 3,000,000 to 6,000,000 based on the votes listed below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 20,485,641       | 1,026,271            | 22,767             | 14,970,038              |

Proposal 4 — A non-binding advisory vote to approve the executive compensation of the Named Executive Officers.

Although this vote is non-binding on the Company or the Board of Directors, the stockholders approved the executive compensation of its Named Executive Officers based on the votes listed below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 21,266,091       | 207,832              | 60,756             | 14,970,038              |

Proposal 5 — A non-binding advisory vote to determine the frequency of conducting future advisory votes on executive compensation.

Although this vote is non-binding on the Company or the Board of Directors, the stockholders approved a three (3) year frequency of conducting future advisory votes on executive compensation based on the votes listed below:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 1,616,675       | 308,013          | 19,191,596         | 418,395            | 14,970,038              |

After considering the preferences expressed at the Annual Meeting, the Company's Board of Directors may determine to hold future non-binding, advisory votes on executive compensation every three (3) years, so that the next such vote will be held at its 2016 Annual Meeting of Stockholders. Under section 14A(a)(2) of the Securities Exchange Act of 1934, as amended, the Company will hold another vote on the frequency of stockholder votes on the compensation of executives no later than its 2019 Annual Meeting of Stockholders.

**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: October 25, 2013

**SYNTHETIC BIOLOGICS, INC.**

By: /s/ C. Evan Ballantyne

C. Evan Ballantyne

Chief Financial Officer