

TETRAPHASE PHARMACEUTICALS INC

Form 8-K

June 14, 2016

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 8, 2016

Tetraphase Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

001-35837
(Commission

File Number)

20-5276217
(IRS Employer

Identification No.)

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480 Arsenal Street, Suite 110,

Watertown, Massachusetts

(Address of principal executive offices)

Registrant's telephone number, including area code: (617) 715-3600

02472

(Zip 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 (*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.

Tetraphase Pharmaceuticals, Inc. (the Company) held its annual meeting of stockholders on June 8, 2016 (the Annual Meeting). At the Annual Meeting, the Company's stockholders voted in the following manner with respect to the following proposals:

1. The election of Directors as class III directors, each to serve for a three-year term expiring at the 2019 annual meeting of stockholders. The final voting results were as follows:

| Nominee | For | Withheld | Non-Votes |
|-------------------|------------|----------|-----------|
| Garen Bohlin | 17,664,269 | 770,142 | 8,122,342 |
| John Freund, M.D. | 17,559,787 | 874,624 | 8,122,342 |

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm the current fiscal year ending December 31, 2016 was approved as follows:

| | |
|----------|------------|
| For: | 26,369,095 |
| Against: | 124,951 |
| Abstain: | 62,707 |

3. The compensation of the Company's named executive officers was approved on an advisory basis as disclosed in the proxy statement for the 2016 Annual Meeting pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and narrative disclosure. The final voting results were as follows:

| | |
|------------|-----------|
| For: | 9,432,085 |
| Against: | 8,914,126 |
| Abstain: | 88,200 |
| Non Votes: | 8,122,342 |

4. The frequency of the advisory vote on the compensation of the Company's named executive officers was approved on an advisory basis for a frequency of every 1 year. The final voting results were as follows:

| | |
|------------|------------|
| 1 Year: | 17,864,438 |
| 2 Years: | 33,841 |
| 3 Years: | 483,879 |
| Abstain | 52,253 |
| Non Votes: | 8,122,342 |

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: June 14, 2016

By: /s/ Maria D. Stahl
Maria D. Stahl
Senior Vice President, General Counsel