

ACADIA PHARMACEUTICALS INC  
Form 8-K  
June 08, 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 6, 2018**

**ACADIA Pharmaceuticals Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**000-50768**  
**(Commission**  
**File Number)**

**061376651**  
**(IRS Employer**  
**Identification No.)**

**3611 Valley Centre Drive, Suite 300**

**92130**

**San Diego, California**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (858) 558-2871**

N/A

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. of Form 8-K):

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (e) On June 6, 2018, the stockholders of ACADIA Pharmaceuticals Inc. ( Registrant ) approved an amendment to Registrant s 2010 Equity Incentive Plan, as amended, to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 6,700,000 shares.

The foregoing description of Registrant s 2010 Equity Incentive Plan, as amended, does not purport to be complete, and is qualified in its entirety by reference to Exhibit 99.1 to this Report, as well as the description of the 2010 Equity Incentive Plan, as amended, included in Registrant s definitive proxy statement (the proxy statement ) filed with the Securities and Exchange Commission on April 30, 2018.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

- (a) Registrant held its 2018 Annual Meeting of Stockholders on June 6, 2018 (the 2018 Annual Meeting ).
- (b) The election of three nominees to serve as Class II directors on Registrant s Board of Directors (the Board ) until Registrant s 2021 Annual Meeting of Stockholders was carried out at the 2018 Annual Meeting. The following three Class II directors were elected by the votes indicated:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Julian Baker	76,696,395	13,522,151	20,781,527
Stephen Biggar	74,252,647	15,965,899	20,781,527
Daniel Soland	85,556,422	4,662,124	20,781,527

In addition to the election of three Class II directors, the following matters were submitted to a vote of the stockholders at the 2018 Annual Meeting:

- (i) the approval of an amendment to Registrant s 2010 Equity Incentive Plan, as amended, to, among other things, increase the aggregate number of shares of common stock authorized for issuance under the plan by 6,700,000 shares, which was approved by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
54,418,954	35,616,191	183,401	20,781,527

- (ii) the approval, on an advisory basis, of the compensation of Registrant s named executive officers, as disclosed in the proxy statement, which was approved by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
53,635,912	36,369,150	213,484	20,781,527

- (iii) the appointment of Ernst & Young LLP as Registrant's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
110,130,114	368,768	501,191

Each of the foregoing voting results from the 2018 Annual Meeting is final.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<u>2010 Equity Incentive Plan, as amended</u>

**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 8, 2018

**ACADIA Pharmaceuticals Inc.**

By: /s/ Glenn F. Baity

Name: Glenn F. Baity

Title: EVP, General Counsel & Secretary