

LIGAND PHARMACEUTICALS INC  
Form 8-K  
May 26, 2017

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 25, 2017

LIGAND PHARMACEUTICALS INCORPORATED  
(Exact Name of Registrant as Specified in Its Charter)

Delaware                                      001-33093      77-0160744  
(State or other jurisdiction of      (Commission      (I.R.S. Employer  
incorporation or organization)      File Number)      Identification No.)

3911 Sorrento Valley Boulevard, Suite 110      92121  
San Diego, CA  
(Address of principal executive offices)      (Zip Code)  
(858) 550-7500  
(Registrant's Telephone Number, Including Area Code)

N/A  
(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)

<sup>o</sup> Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

<sup>o</sup> 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 (17 CFR 230.425) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

<sup>o</sup> 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 2017 Annual Meeting of the Stockholders of Ligand Pharmaceuticals Incorporated (the “Company”) was held on May 25, 2017 (the “Annual Meeting”). Set forth below are the final voting results for the actions taken by the stockholders at the Annual Meeting.

Proposal 1. The election of seven members of the Company’s board of directors for terms expiring at the 2018 annual meeting of stockholders. In accordance with the results below, each nominee was elected to serve as a director.

	Votes For	Votes Withheld	Broker Non-Votes
John W. Kozarich	16,150,486	559,782	2,634,453
John L. Higgins	16,327,601	382,667	2,634,453
Jason M. Aryeh	15,524,595	1,185,673	2,634,453
Todd C. Davis	16,271,507	438,761	2,634,453
John L. LaMattina	16,292,695	417,573	2,634,453
Sunil Patel	15,760,838	949,430	2,634,453
Stephen L. Sabba	15,726,666	983,602	2,634,453

Proposal 2. The ratification of the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. In accordance with the results below, the selection of Ernst & Young LLP was ratified.

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,154,149	99,272	91,300	N/A

Proposal 3. The approval of a non-binding advisory resolution regarding the compensation of the Company’s named executive officers. In accordance with the results below, the resolution was approved.

Votes For	Votes Against	Abstentions	Broker Non-Votes
16,257,690	353,761	98,817	2,634,453

Proposal 4. The approval of a non-binding advisory resolution regarding the frequency of the advisory vote on the compensation of the Company’s named executive officers. Based on the results below, the Company has determined it will hold a stockholder advisory vote on the compensation of the Company’s named executive officers every year.

Every One Year	Every Two Years	Every Three Years	Abstentions	Broker Non-Votes
15,334,078	24,342	1,263,076	88,772	2,634,453



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIGAND PHARMACEUTICALS INCORPORATED**

Date: May 26, 2017    By:    /s/ Charles Berkman  
Name: Charles Berkman  
Title: Vice President, General Counsel and Secretary