

INTERLEUKIN GENETICS INC  
Form 8-K/A  
June 22, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment No. 1)

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 16, 2011

Interleukin Genetics, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-32715  
(Commission File Number)

94-3123681  
(IRS Employer Identification No.)

135 Beaver Street Waltham, MA  
(Address of Principal Executive Offices)

02452  
(Zip Code)

(781) 398-0700  
(Registrant's Telephone Number, Including Area Code)

(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))



EXPLANATORY NOTE

This Amendment No. 1 to the Current Report on Form 8-K (this “Form 8-K/A”) is being filed to incorporate changes to the Current Report on Form 8-K filed by Interleukin Genetics, Inc. (the “Company”) on June 17, 2011 (the “Form 8-K”). This Form 8-K/A amends and restates the Form 8-K in its entirety.

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

(e) On June 16, 2011, at the Company’s 2011 Annual Meeting of Shareholders (the “Annual Meeting”), the shareholders approved an amendment to the Company’s 2004 Employee, Director and Consultant Stock Plan (the “2004 Plan”) to increase the number of shares of common stock available for issuance thereunder by 2,000,000 shares. The 2004 Plan allows the Company, under the direction of the Compensation Committee, to make grants of stock options and restricted and unrestricted stock awards to employees, consultants and directors. A description of the terms and conditions of the 2004 Plan is set forth in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2011 under the heading “Proposal 3: Approval of an Amendment to the 2004 Employee, Director and Consultant Stock Plan,” and is incorporated herein by reference. Such description is qualified in its entirety by reference to the actual terms of the 2004 Plan, a copy of which is filed as Exhibit 10.1 to this Form 8-K/A.

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

The Company held its Annual Meeting on June 16, 2011. Holders of 31,685,951 shares of the Company’s common stock and 5,000,000 shares of the Company’s Series A preferred stock (the “Preferred Stock”) were present in person or by proxy. Each share of the Preferred Stock is convertible into approximately 5.63 shares of the Company’s common stock and is entitled to one vote for each share of common stock into which it is convertible. Accordingly, shares representing 92.3% of the aggregate voting power were present in person or by proxy at the Annual Meeting. The following are the results of the three proposals voted on at the Annual Meeting:

Proposal 1: Lewis H. Bender was elected to serve as a Class II director for a three-year term expiring at the Company’s 2014 annual meeting of stockholders. The following chart shows the number of votes cast for the election of Mr. Bender, as well as the number of votes withheld:

|                 | For        | Withheld |
|-----------------|------------|----------|
| Common Stock    | 10,924,463 | 587,775  |
| Preferred Stock | 5,000,000  | 0        |

In addition, there were 20,173,713 broker non-votes on Proposal 1.

Proposal 2: The appointment of Grant Thornton LLP as the Company’s independent public accounting firm for the fiscal year ending December 31, 2011 was ratified by the stockholders. The following chart shows the number of votes cast for and against this proposal, as well as the number of votes that abstained:

|                 | For        | Against | Abstain |
|-----------------|------------|---------|---------|
| Common Stock    | 31,124,249 | 61,174  | 500,528 |
| Preferred Stock | 5,000,000  | 0       | 0       |

Proposal 3: The proposal to amend the Company's 2004 Employee, Director and Consultant Stock Plan to increase the number of shares of common stock available for issuance thereunder by 2,000,000 shares was approved by the stockholders. The following chart shows the number of votes cast for and against this proposal, as well as the number of votes that abstained:

|                    | For        | Against | Abstain |
|--------------------|------------|---------|---------|
| Common<br>Stock    | 10,482,962 | 788,177 | 241,099 |
| Preferred<br>Stock | 5,000,000  | 0       | 0       |

In addition, there were 20,173,713 broker non-votes on Proposal 3.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Interleukin Genetics, Inc. 2004 Employee, Director and Consultant Stock Plan (incorporated by reference to Appendix A of the Definitive Proxy Statement of Interleukin Genetics, Inc. filed on April 29, 2011).

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.

Interleukin Genetics, Inc.  
(Registrant)

Date: June 22, 2011

/s/ ELIOT M. LURIER  
Eliot M. Lurier  
Chief Financial Officer  
(Signature)