

ALEXION PHARMACEUTICALS INC
Form 8-K
May 16, 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): May 11, 2016

ALEXION PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| Delaware | 000-27756 | 13-3648318 |
| ----- | ----- | ----- |
| (State or other jurisdiction of of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

100 College Street, New Haven, Connecticut 06510

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (203) 272-2596
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.

Alexion Pharmaceuticals, Inc. held its Annual Meeting of Shareholders on May 11, 2016 in New Haven, Connecticut. The results of the matters voted on by the shareholders are set forth below.

1. The election of directors:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------|-------------|---------------|-------------|---------------------|
| Leonard Bell | 201,874,672 | 41,769 | 1,464,988 | 6,149,057 |
| Felix Baker | 203,009,403 | 33,847 | 338,179 | 6,149,057 |
| David R. Brennan | 202,903,685 | 34,136 | 443,608 | 6,149,057 |
| M. Michele Burns | 177,919,416 | 3,513,000 | 21,949,013 | 6,149,057 |
| Christopher J. Coughlin | 201,916,565 | 242,902 | 1,221,962 | 6,149,057 |
| David L. Hallal | 202,732,525 | 104,364 | 544,540 | 6,149,057 |
| John T. Mollen | 194,551,604 | 3,645,127 | 5,184,698 | 6,149,057 |
| R. Douglas Norby | 194,400,590 | 2,390,392 | 6,590,447 | 6,149,057 |
| Alvin S. Parven | 193,503,434 | 3,636,900 | 6,241,095 | 6,149,057 |
| Andreas Rummelt | 202,843,487 | 94,883 | 443,059 | 6,149,057 |
| Ann M. Veneman | 202,716,902 | 45,020 | 619,507 | 6,149,057 |

2. The non-binding advisory vote to approve the compensation paid to Alexion's named executive officers as described in Alexion's 2016 proxy statement:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|---------------------|
| 181,566,353 | 21,739,471 | 75,605 | 6,149,057 |

3. Ratification of the appointment of PricewaterhouseCoopers LLP as Alexion's independent registered public accounting firm:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 208,553,894 | 914,497 | 62,095 |

4. Shareholder proposal requesting the Board of Directors to amend Alexion's governing documents to give shareholders owning ten percent of Alexion stock the power to call a special meeting:

Votes For Votes Against Abstentions Broker Non-Votes

85,527,534 117,762,563 91,332 6,149,057

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: May 16, 2016 ALEXION PHARMACEUTICALS, INC.

By: /s/ Michael V. Greco

Name: Michael V. Greco

Title: Senior Vice President of Law and Corporate Secretary