

REPROS THERAPEUTICS INC.

Form 8-K

June 01, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 28, 2015

Repros Therapeutics Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

| | | |
|-----------------|-----------------------------------|---------------------|
| | <u>001-15281</u> | <u>76-0233274</u> |
| (State or Other | (Commission File (I.R.S. Employer | |
| Jurisdiction of | Number) | Identification No.) |
| Incorporation) | | |

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2408 Timberloch Place, Suite B-7
The Woodlands, TX 77380
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (281) 719-3400

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.

On May 28, 2015, at the 2015 Annual Meeting of Stockholders (the “2015 Annual Meeting”) of Repros Therapeutics Inc. (the “Company”), the stockholders of the Company voted on (1) the election of six directors, each to serve until the Company’s next annual meeting of stockholders or until their respective successors have been duly elected and qualified, (2) the ratification and approval of the appointment of PricewaterhouseCoopers LLP as the Company’s registered independent public accounting firm for the fiscal year ending December 31, 2015 and (3) an advisory vote to approve, on an advisory basis, the compensation of the Company’s named executive officers. The voting results on these proposals were as follows:

Proposal Election of six directors to hold office until the Company’s next annual meeting of stockholders or 1. until their respective successors have been duly elected and qualified.

| <u>Nominee</u> | <u>Votes For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------------------|------------------|-----------------|-------------------------|
| Joseph S. Podolski | 9,088,588 | 1,746,937 | 9,273,330 |
| Daniel F. Cain | 9,065,343 | 1,770,182 | 9,273,330 |
| Nola E. Masterson | 9,039,544 | 1,795,981 | 9,273,330 |
| Saira Ramasastry | 9,093,263 | 1,742,262 | 9,273,330 |
| Michael Suesserman | 9,064,574 | 1,770,951 | 9,273,330 |
| Michael G. Wyllie, Ph.D., DSC | 8,109,234 | 2,726,291 | 9,273,330 |

Proposal Ratification and approval of the appointment of PricewaterhouseCoopers LLP as the Company’s 2. registered independent public accounting firm for the fiscal year ending December 31, 2015.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 19,971,395 | 43,552 | 93,908 | -- |

Proposal Approval of an advisory vote to approve, on an advisory basis, the compensation of the Company’s 3. named executive officers.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 9,189,281 | 1,622,168 | 24,076 | 9,273,330 |

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.

REPROS THERAPEUTICS INC.

By: /s/ Katherine Anderson
Katherine Anderson
CFO

Dated: June 1, 2015