

PUMA BIOTECHNOLOGY, INC.  
Form 8-K  
June 18, 2012

**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): June 13, 2012**

**PUMA BIOTECHNOLOGY, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**00-52811**  
**(Commission**  
  
**File Number)**

**77-0683487**  
**(IRS Employer**  
  
**Identification No.)**

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10880 Wilshire Boulevard, Suite 2150,

Los Angeles, California 90024

(424) 248-6500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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.**

(a) The 2012 Annual Meeting of Stockholders (the 2012 Annual Meeting ) of Puma Biotechnology, Inc. (the Company ) was held at 1:00 p.m. Pacific Daylight Time on June 13, 2012, at the Luxe Sunset Boulevard Hotel in Los Angeles, California.

(b) At the 2012 Annual Meeting, the stockholders of the Company:

**Proposal 1:** Elected the three nominated directors identified below, each to serve and to hold office for a one-year term until the close of the Company s next annual meeting of stockholders in 2013, or until a successor has been duly elected and qualified.

Nominee	For	Withheld	Abstain	Broker Non-Votes
Alan H. Auerbach	10,905,657	2,333,333	0	0
Thomas R. Malley	11,572,323	1,666,667	0	0
Jay M. Moyes	13,238,990	0	0	0

**Proposal 2:** Approved, on an advisory basis, the compensation of the Company s named executive officers.

For	Against	Abstain	Broker Non-Votes
10,900,657	2,338,333	0	0

**Proposal 3:** Approved, on an advisory basis, a period of three years as the frequency of future advisory votes on the compensation of the Company s named executive officers.

Three Years	Two Years	One Year	Abstain	Broker Non-Votes
7,826,838	13,470	5,398,682	0	0

**Proposal 4:** Ratified the selection of PKF Certified Accountants, a Professional Corporation, as the Company s independent registered accounting firm for the fiscal year ending December 31, 2012.

For	Against	Abstain	Broker Non-Votes
13,233,990	0	5,000	0

(c) Not applicable.

(d) Following the 2012 Annual Meeting, based on the stockholders approval of three years as the frequency of future advisory votes on the compensation of the Company s named executive officers, the Company s board of directors determined to hold future advisory votes on the compensation of the Company s named executive officers every three years.

**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.

**Puma Biotechnology, Inc.**  
(Registrant)

Date: June 18, 2012

By: /s/ Alan H. Auerbach  
Alan H. Auerbach  
Chairman, President and Chief Executive Officer