PAIN THERAPEUTICS INC Form 8-K May 16, 2014

UNITED STATES			
SECURITIES AND	EXCHANGE COMMI	ISSION	
Washington, D.C. 20	0549		
FORM 8-K			
CURRENT REPOR	T		
Pursuant to Section	13 or 15(d) of the		
Securities Exchange	Act of 1934		
Date of Report (Date	e of earliest event repor	ted) May 16, 2014 (May 16, 2014)	
Pain Therapeutics, I	nc.		
(Exact name of regis	strant as specified in its	charter)	
Delaware	000-29959	91-1911336	

(Commission

(State or other jurisdiction

(I.R.S. Employer

of incorporation)	File Number)	Identification Number		
Number) 7801 N Capital of Texas Highway, Suite 260				
Austin, Texas 78731				
(Address of principal execu	tive offices, inclu	uding zip code)		
(512) 501-2444				
(Registrant's telephone num	nber, including ar	rea code)		
		n 8-K filing is intended to simultaneously satisfy the filing obligation of visions (see General Instruction A.2 below):		
" Written communication p	ursuant to Rule 4	25 under the Securities Act (17 CFR 230.425)		
" Soliciting material p 240.14a-12	oursuant to Rule	14a-12 under the Exchange Act (17 CFR		
" Pre-commencement comm	nunication pursua	ant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))		
" Pre-commencement comm	nunication pursua	ant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))		

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

The Annual Meeting of Stockholders of Pain Therapeutics, Inc. was held on May 16, 2014. Of the 45,536,979 shares of our common stock entitled to vote at the meeting, 38,440,347 shares, representing approximately 84% of the total votes eligible to be cast, were represented at the meeting in person or by proxy, constituting a quorum. The voting results are presented below.

Proposal One - To elect Robert Z. Gussin, Ph.D. and Saira Ramasastry as Class II Directors to serve for three-year terms and until their successors are duly elected and qualified:

Director For Withheld Broker Non Vote

Robert Z Gussin, Ph.D. 15,969,162 12,477,690 9,993,495 Saira Ramasastry 18,050,504 10,396,348 9,993,495

Proposal Two - To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014:

For Against Abstain 38,251,620 117,193 71,534

Proposal Three - To approve, by a non-binding advisory vote, the 2013 executive compensation for the Company's executive officers:

For Against Abstain Broker Non Vote 14,536,641 13,036,949 873,262 9,993,495

#### **SIGNATURE**

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 thereunto duly authorized.

### PAIN THERAPEUTICS, INC.

a Delaware corporation

Date: May 16, 2014

By:/s/ Peter S. Roddy

Peter S. Roddy

Vice President and Chief Financial Officer