

VICAL INC  
Form 8-K  
November 21, 2008

**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): **November 21, 2008**

**VICAL INCORPORATED**  
(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-21088**  
(Commission File Number)

**93-0948554**  
(I.R.S. Employer  
Identification No.)

**10390 Pacific Center Court**  
**San Diego, California**  
(Address of principal executive offices)

**92121-4340**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 646-1100**

**Not Applicable.**  
(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))



**Item 2.05**

**Costs Associated with Exit or Disposal Activities.**

On November 21, 2008, Vical Incorporated (the “Company”) announced that it had initiated a strategic restructuring of its operations in order to preserve capital and focus the Company’s efforts on its most advanced product development programs. The strategic restructuring will result in a reduction in the Company’s workforce of approximately 20%. The Company intends to provide cash severance payments and continuation of benefits to employees directly affected by the workforce reduction. The Company estimates that it will incur a charge of approximately \$0.8 million in the fourth quarter of 2008 for costs related to severance and continuation of benefits. Additionally, the Company estimates it will record a charge of \$0.5 million in the first quarter of 2009 related to the accelerated closure of a research facility. The Company expects to complete the activities related to this strategic restructuring and recognize the full \$1.3 million of related charges by the end of the first quarter of 2009.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) Exhibits.

99.1

Press release issued by Vical Incorporated on November 21, 2008.

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**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.

**VICAL INCORPORATED**

Date: November 21, 2008

By: /s/ JILL M. CHURCH

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Jill M. Church  
Vice President, Chief Financial Officer  
and Secretary

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**INDEX TO EXHIBITS**

**Exhibit No.**

**Description**

99.1 Press release issued by Vical Incorporated on November 21, 2008.

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