

Edgar Filing: VICAL INC - Form 8-K

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 23, 2018, the Company’s Amended and Restated Stock Incentive Plan (the “Plan”) was amended to increase the aggregate number of shares of the Company’s common stock reserved for issuance under the Plan by 500,000 shares.

The foregoing description of the terms of the amendment to the Plan does not purport to be complete and is qualified in its entirety to the full text of the Plan, a copy of which is attached as Exhibit 99.1 hereto.

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

The following is a brief description of each matter voted upon at the Company’s 2018 Annual Meeting of Stockholders held on May 23, 2018, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter.

The Company’s stockholders elected the directors proposed by the Company for re-election to serve until the Company’s 2021 Annual Meeting of Stockholders or until his respective successor has been elected and qualified. The tabulation of votes on this matter was as follows:

Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
Richard M. Beleson	9,332,334	475,302	7,654,986
R. Gordon Douglas, M.D.	9,316,016	491,620	7,654,986
George J. Morrow	9,334,069	473,567	7,654,986

The Company’s stockholders approved an amendment to the Company’s Plan as described in Item 5.02 above. The tabulation of votes on this matter was as follows: shares voted for: 9,389,701; shares voted against: 395,539; shares abstaining: 22,396; and broker non-votes: 7,654,986.

The Company’s stockholders in an advisory vote approved the compensation of the Company’s named executive officers. The tabulation of votes on this matter was as follows: shares voted for: 9,414,911; shares voted against: 359,521; shares abstaining: 33,204; and broker non-votes: 7,654,986.

The Company’s stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018. The tabulation of votes on this matter was as follows: shares voted for: 17,302,597; shares voted against: 122,759; shares abstaining: 37,266; and broker non-votes: 0.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Amended and Restated Stock Incentive Plan of Vical Incorporated.

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: June 7, 2018

By: /s/ ANTHONY A.
RAMOS
Anthony A. Ramos
Chief Financial Officer

INDEX TO EXHIBITS

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