

INCYTE CORP  
Form 8-K  
May 22, 2015

**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): **May 22, 2015**

**INCYTE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**0-27488**

(Commission File Number)

**94-3136539**

(I.R.S. Employer  
Identification No.)

**1801 Augustine Cut-Off**  
**Wilmington, DE**  
(Address of principal executive offices)

**19803**  
(Zip Code)

**(302) 498-6700**

(Registrant's telephone number,  
including area code)

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N/A

(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 obligations 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.**

The following actions were taken at the Annual Meeting of Stockholders of Incyte Corporation (the Company):

1. The following Directors were elected:

	For	Withheld	Broker Non-Votes
Julian C. Baker	143,558,700	2,896,136	11,638,469
Jean-Jacques Bienaimé	143,465,737	2,989,099	11,638,469
Paul A. Brooke	144,050,244	2,404,592	11,638,469
Paul J. Clancy	144,748,250	1,706,586	11,638,469
Wendy L. Dixon	128,243,417	18,211,419	11,638,469
Paul A. Friedman	142,953,751	3,501,085	11,638,469
Hervé Hoppenot	142,845,994	3,608,842	11,638,469

2. The compensation of the Company's named executive officers was approved, on a non-binding advisory basis.

For	Against	Abstain	Broker Non-Votes
104,895,859	41,382,237	176,740	11,638,469

3. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year was ratified.

For	Against	Abstain
153,229,058	4,634,264	229,983

**SIGNATURE**

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.

Dated: May 22, 2015

INCYTE CORPORATION

By:

/s/ Eric H. Siegel  
Eric H. Siegel  
Executive Vice President and  
General Counsel