

Mirati Therapeutics, Inc.
Form 8-K
May 26, 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 21, 2015**

MIRATI THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

001-35921
(Commission File No.)

46-2693615
(IRS Employer Identification No.)

9363 Towne Centre Drive, Suite 200

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San Diego, California 92121

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(858) 332-3410**

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

On May 21, 2015, our 2013 Equity Incentive Plan (the 2013 Plan) was amended to increase the aggregate number of shares of common stock authorized for issuance under the 2013 Plan by 1,500,000 shares.

The foregoing description of the amendment to the 2013 Plan does not purport to be complete and is qualified in its entirety by reference to the 2013 Plan, as amended, attached to this Current Report on Form 8-K as Exhibit 99.1.

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

Our 2015 Annual Meeting of Stockholders was held on May 21, 2015. We had 16,180,197 shares of common stock outstanding and entitled to vote as of March 27, 2015, the record date for the Annual Meeting. At the Annual Meeting, 13,404,017 shares of common stock were present or represented by proxy.

At the Annual Meeting, stockholders:

(1) elected Charles M. Baum, M.D., Ph.D.; Henry J. Fuchs, M.D.; Michael Grey, Craig Johnson; Rodney W. Lappe, Ph.D.; and William R. Ringo as directors to hold office until the 2016 Annual Meeting of Stockholders;

(2) ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015; and

(3) approved an amendment to the 2013 Plan to increase the aggregate number of shares of common stock authorized for issuance under the 2013 Plan by 1,500,000 shares.

The following sets forth detailed information regarding the final results of the voting for the Annual Meeting:

Proposal 1. Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------|-----------|----------------|------------------|
|------|-----------|----------------|------------------|

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| | | | |
|------------------------------|------------|---------|-----------|
| Charles M. Baum, M.D., Ph.D. | 11,830,600 | 5,179 | 1,568,238 |
| Henry J. Fuchs, M.D. | 11,536,107 | 299,672 | 1,568,238 |
| Michael Grey | 11,827,321 | 8,458 | 1,568,238 |
| Craig Johnson | 11,532,723 | 303,056 | 1,568,238 |
| Rodney W. Lappe, Ph.D. | 11,819,701 | 16,078 | 1,568,238 |
| William R. Ringo | 11,224,450 | 611,329 | 1,568,238 |

Proposal 2. Ratification of the selection of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 13,274,828 | 129,189 | | |

Proposal 3. Approval of Amendment to 2013 Plan

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,808,631 | 1,026,871 | 277 | 1,568,238 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | 2013 Equity Incentive Plan, as amended. |

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.

Date: May 26, 2015

MIRATI THERAPEUTICS, INC.

By: /s/ Mark J. Gergen
Mark J. Gergen
Executive Vice President and Chief Operations
Officer

EXHIBIT INDEX

| Exhibit No. | | Description |
|------------------------|---|--------------------|
| 99.1 | 2013 Equity Incentive Plan, as amended. | |

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