

LIGAND PHARMACEUTICALS INC
Form 8-K
June 03, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 1, 2011

LIGAND PHARMACEUTICALS INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

001-33093
(Commission
File Number)

77-0160744
(I.R.S. Employer
Identification No.)

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11085 North Torrey Pines Road, Suite 300, La Jolla, California, 92037

(Address of Principal Executive Offices) (Zip Code)

(858) 550-7500

(Registrant's Telephone Number, Including Area Code)

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 obligation of the registrant under any of the following provisions:

- .. 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 2011 annual meeting of stockholders of Ligand Pharmaceuticals Incorporated (the Company) was held on June 1, 2011. Set forth below is a brief description of each matter voted on at the meeting and the final voting results.

Proposal 1. The election of eight members of the Company's board of directors for terms expiring at the 2012 annual meeting of stockholders. In accordance with the results below, each nominee was elected to serve as a director.

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|-----------|----------------|------------------|
| Jason Aryeh | 6,594,555 | 3,175,999 | 16,928,619 |
| Todd C. Davis | 7,136,117 | 2,634,437 | 16,928,619 |
| John L. Higgins | 9,561,082 | 209,472 | 16,928,619 |
| David M. Knott | 9,547,345 | 223,209 | 16,928,619 |
| John W. Kozarich | 9,586,548 | 184,006 | 16,928,619 |
| John L. LaMattina | 9,666,960 | 103,594 | 16,928,619 |
| Sunil Patel | 9,612,577 | 157,977 | 16,928,619 |
| Stephen L. Sabba | 9,542,392 | 228,162 | 16,928,619 |

Proposal 2. The ratification of the Audit Committee's selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending 2011. In accordance with the results below, the selection of Grant Thornton LLP was approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,780,521 | 119,546 | 28,551 | |

Proposal 3. The approval of the compensation of the named executive officers as disclosed in the proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission. In accordance with the results below, the advisory resolution approving the compensation of the Company's named executive officers was approved.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 9,566,561 | 100,444 | 103,548 | 7,158,066 |

Proposal 4. Whether the stockholder vote to approve the compensation of the Company's named executive officers as required by Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended, should occur every one, two or three years. In accordance with the results below, the Company's Stockholders voted in favor of conducting an advisory vote on the compensation of the Company's named executive officers once every year.

| Every One Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|----------------|-----------------|-------------------|-------------|------------------|
| 6,106,513 | 72,614 | 3,563,864 | 27,562 | 7,158,066 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIGAND PHARMACEUTICALS INCORPORATED

Date: June 3, 2011

By: /s/ CHARLES S. BERKMAN
Name: **Charles S. Berkman**
Title: **Vice President, General Counsel and Secretary**