

DURECT CORP
Form 8-K
June 21, 2012

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): June 20, 2012

DURECT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-31615
(Commission

File Number)

94-3297098
(IRS Employer

Identification No.)

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10260 Bubb Road

Cupertino, CA 95014

(Address of principal executive offices) (Zip code)

(408) 777-1417

(Registrant's telephone number, including area code)

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 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting held on June 20, 2012, there were 80,276,658 shares represented to vote either in person or by proxy, or 91.70% of the outstanding shares, which represented a quorum. The final results of voting for each matter submitted to a vote of stockholders at the Annual Meeting were as follows:

Proposal 1: Election of Directors.

James E. Brown, Michael D. Casey and Armand P. Neukermans were elected as Class III directors for a term of three years. The voting for each director was as follows:

| | For | Withheld | Broker Non-Vote |
|----------------------|------------|-----------|-----------------|
| James E. Brown | 53,255,547 | 1,126,460 | 25,894,651 |
| Michael D. Casey | 52,560,945 | 1,821,062 | 25,894,651 |
| Armand P. Neukermans | 52,542,984 | 1,839,023 | 25,894,651 |

Proposal 2: Say on Pay An advisory vote on the approval of executive compensation

The Company's executive compensation was approved on a non-binding, advisory basis based upon the following votes:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 51,081,015 | 3,008,636 | 292,356 | 25,894,651 |

Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm for the Company for the Current Fiscal Year

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012 was ratified based upon the following votes:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 78,440,446 | 1,221,430 | 614,782 | 0 |

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.

DURECT Corporation

Date: June 21, 2012

By: /s/ James E. Brown
James E. Brown
President and Chief Executive Officer