

ALLERGAN INC  
Form 8-K  
May 01, 2013

**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

May 1, 2013 (April 30, 2013)

Date of Report (Date of Earliest Event Reported)

**ALLERGAN, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State of Incorporation)

(Commission File Number)

(IRS Employer

Identification Number)

2525 Dupont Drive

Irvine, California 92612

(Address of Principal Executive Offices) (Zip Code)

(714) 246-4500

(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.**

Allergan, Inc. (the Company) held its Annual Meeting of Stockholders on April 30, 2013 (the Annual Meeting) and there were 264,251,587 votes present in person or by proxy, representing approximately 88.77% of the total outstanding eligible votes. At the Annual Meeting, the Company's stockholders: (i) elected nine directors to the Company's board of directors; (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2013; (iii) approved the compensation of the Company's named executive officers; (iv) approved the amendment and restatement of the Company's Amended and Restated Certificate of Incorporation; and (v) rejected two non-binding stockholder proposals, each as more fully described below.

|  | For         | Against     | Abstain    | Broker<br>Non-Votes |
|--|-------------|-------------|------------|---------------------|
| <b>Item No. 1:</b> Election of nine directors to serve for a term of office expiring at the 2014 annual meeting of stockholders and until their successors are duly elected and qualified: |             |             |            |                     |
| David E.I. Pyott   | 239,924,816 | 10,939,077  | 1,679,374  | 11,708,320          |
| Michael R. Gallagher   | 247,268,744 | 5,024,015   | 250,508    | 11,708,320          |
| Deborah Dunsire, M.D.  | 248,263,071 | 4,034,925   | 245,271    | 11,708,320          |
| Dawn Hudson  | 248,709,193 | 3,592,169   | 241,905    | 11,708,320          |
| Trevor M. Jones, Ph.D.   | 248,197,457 | 4,094,361   | 251,449    | 11,708,320          |
| Louis J. Lavigne, Jr.  | 248,810,879 | 3,480,119   | 252,269    | 11,708,320          |
| Peter J. McDonnell, M.D.   | 250,656,059 | 1,637,750   | 249,458    | 11,708,320          |
| Timothy D. Proctor   | 251,115,689 | 1,181,168   | 246,410    | 11,708,320          |
| Russell T. Ray   | 248,722,898 | 3,573,330   | 247,039    | 11,708,320          |
| <b>Item No. 2:</b> Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2013                                | 262,330,744 | 1,538,802   | 382,041    | 0                   |
| <b>Item No. 3:</b> Advisory vote to approve the compensation of the Company's named executive officers   | 231,178,665 | 19,672,763  | 1,691,839  | 11,708,320          |
| <b>Item No. 4:</b> Approval of the Amendment and Restatement of our Amended and Restated Certificate of Incorporation  | 251,448,907 | 728,924     | 365,436    | 11,708,320          |
| <b>Item No. 5:</b> Stockholder Proposals*  |             |             |            |                     |
| Stockholder Proposal # 1 (Right to Act by Written Consent)   | 126,004,402 | 125,198,362 | 1,340,503  | 11,708,320          |
| Stockholder Proposal # 2 (Disclosure of Lobbying Practices)  | 62,737,911  | 150,171,740 | 39,633,616 | 11,708,320          |

\* Approval of the non-binding stockholder proposals requires the affirmative vote of a majority of the shares present at the Annual Meeting, in person or by proxy, and entitled to vote. Abstentions represent shares present at the Annual Meeting and entitled to vote; therefore, abstentions have the same effect as votes against the stockholder proposals.

**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.

**ALLERGAN, INC.**

Date: May 1, 2013

By: /s/ Matthew J. Maletta  
Name: Matthew J. Maletta  
Title: Vice President,

Associate General Counsel and Secretary