

Flexion Therapeutics Inc  
Form 8-K  
June 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): June 17, 2015**

**Flexion Therapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36287**  
**(Commission**  
  
**File Number)**

**26-1388364**  
**(IRS Employer**  
  
**Identification No.)**

**10 Mall Road, Suite 301**

**Burlington, Massachusetts**  
**(Address of principal executive offices)**

**01803**  
**(Zip Code)**

**Registrant's telephone number, including area code: (781) 305-7777**

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:

- .. 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 Company held its 2015 Annual Meeting of Stockholders on June 17, 2015. The stockholders (i) elected three directors to the Board to serve for three-year terms expiring in 2018, and (ii) ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015. There were 21,461,419 outstanding shares eligible to vote as of April 21, 2015, the record date for the 2015 Annual Meeting.

The directors elected to the Board for terms expiring at the Annual Meeting in 2018, as well as the number of votes for, votes withheld and broker non-votes with respect to each of these individuals, are set forth below:

| Director           | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Michael D. Clayman | 15,172,934 | 840,261        | 4,216,306        |
| Sandesh Mahatme    | 15,952,467 | 60,728         | 4,216,306        |
| C. Ann Merrifield  | 15,148,195 | 865,000        | 4,216,306        |

The proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015 received the following votes:

|                |            |
|----------------|------------|
| Votes For:     | 20,208,129 |
| Votes Against: | 20,359     |
| Abstentions:   | 1,013      |

**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.

Dated: June 22, 2015

**Flexion Therapeutics, Inc.**

By: /s/ Michael D. Clayman, M.D.  
Michael D. Clayman, M.D.  
*President and Chief Executive Officer*