

Regulus Therapeutics Inc.  
Form 8-K  
June 08, 2016

**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 2, 2016**

**Regulus Therapeutics Inc.**

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

**Delaware**  
**(State of incorporation)**

**001-35670**  
**(Commission**

**File No.)**

**26-4738379**  
**(IRS Employer**

**Identification No.)**

**10614 Science Center Drive**

**San Diego, CA**  
**(Address of principal executive offices)**

**92121**  
**(Zip Code)**

**Registrant's telephone number, including area code: (858) 202-6300**

**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 (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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective June 2, 2016, the Board of Directors (the **Board**) of Regulus Therapeutics Inc. (the **Company**) amended and restated the **Company's** Bylaws to provide that any of the **Company's** directors or the entire **Board** may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors. The Bylaws were amended and restated in connection with the approval of a similar amendment to the **Company's** Amended and Restated Certificate of Incorporation by the **Company's** stockholders at the **Company's** 2016 Annual Meeting of Stockholders (the **Annual Meeting**). A copy of the **Company's** Amended and Restated Bylaws is attached hereto as Exhibit 3.1.

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

The Annual Meeting was held on June 2, 2016. As of April 8, 2016, the record date for the Annual Meeting, 52,781,009 shares of common stock were issued and outstanding. A summary of the matters voted upon at the Annual Meeting and the final voting results are set forth below.

## Proposal 1. Election of Directors

The seven persons listed below were elected as directors at the Annual Meeting, each to serve until the **Company's** 2017 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The final voting results were as follows:

|                             | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------------|------------------|-----------------------|-------------------------|
| David Baltimore, Ph.D.      | 37,236,384       | 377,533               | 6,945,872               |
| Mark G. Foletta             | 37,320,922       | 292,995               | 6,945,872               |
| Paul C. Grint, M.D.         | 27,296,358       | 317,559               | 6,945,872               |
| Stelios Papadopoulos, Ph.D. | 37,176,762       | 437,155               | 6,945,872               |
| William Rastetter, Ph.D.    | 37,173,175       | 440,742               | 6,945,872               |
| Hugh Rosen, M.D., Ph.D.     | 37,537,822       | 76,095                | 6,945,872               |
| Douglas Williams, Ph.D.     | 37,282,247       | 331,670               | 6,945,872               |

Proposal 2: Approval of Amendment to the **Company's** Amended and Restated Certificate of Incorporation.

The **Company's** stockholders approved an amendment to the **Company's** Amended and Restated Certificate of Incorporation to permit removal of a member of the **Board of Directors** with or without cause by a majority vote of stockholders. The final voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 44,185,853       | 225,824              | 148,112            |

Proposal 3. Ratification of the Selection of Independent Registered Public Accounting Firm

The **Company's** stockholders ratified the selection by the **Company's** Audit Committee of the **Board of Ernst & Young LLP** as the **Company's** independent registered public accounting firm for the fiscal year ending December 31, 2016. The final voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 43,712,234       | 776,604              | 70,951             |

**Item 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

**Exhibit**

| <b>No.</b> | <b>Description</b>                                |
|------------|---|
| 3.1        | Amended and Restated Bylaws, adopted June 2, 2016 |

**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.

Regulus Therapeutics Inc.

Date: June 8, 2016

By: /s/ Paul Grint, M.D.  
Paul Grint, M.D.  
President and CEO

**EXHIBIT INDEX**

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