

Ampio Pharmaceuticals, Inc.
Form 8-K
December 17, 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

Date of report (Date of earliest event reported): December 14, 2013

AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35182
(Commission
File No.)
5445 DTC Parkway, Suite 925

26-0179592
(IRS Employer
Identification No.)

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Greenwood Village, Colorado 80111

(Address of principal executive offices, including zip code)

(720) 437-6500

(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.

Ampio Pharmaceuticals, Inc. (the Company) held its Annual Meeting of Stockholders on December 14, 2013. The number of shares of common stock entitled to vote at the annual meeting was 41,759,666. The number of shares of common stock present, in person or represented by proxy, and entitled to vote at the annual meeting was 33,861,069. All matters submitted to a vote of our stockholders at the annual meeting were approved and all director nominees were elected.

The certified results of each of the matters voted upon at the annual meeting, which are more fully described in our definitive proxy statement, are as follows:

(1) Election of five (5) directors for terms expiring at the 2014 annual meeting of stockholders.

| DIRECTORS | FOR | WITHHELD |
|-------------------------|------------|-----------|
| Michael Macaluso | 18,820,527 | 146,598 |
| David Bar-Or, M.D. | 18,484,395 | 482,730 |
| Philip H. Coelho | 16,686,704 | 2,280,421 |
| Richard B. Giles | 16,724,533 | 2,242,592 |
| David R. Stevens, Ph.D. | 16,913,664 | 2,053,461 |

There were 14,893,944 broker non-votes regarding this proposal.

(2) Ratification of the selection of EKS&H LLLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 33,669,688 | 158,709 | 32,672 |

There were no broker non-votes regarding this proposal.

(3) Proposal to amend the Company's 2010 Stock Option and Incentive Plan (the 2010 Plan) to increase the number of shares of Common Stock reserved for issuance under the 2010 Plan to 11,700,000 shares.

| FOR | AGAINST | ABSTAIN |
|------------|-----------|---------|
| 12,897,496 | 5,797,746 | 271,883 |

There were 14,893,944 broker non-votes regarding this proposal.

SIGNATURE

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.

AMPIO PHARMACEUTICALS, INC.

By: /s/ Mark D. McGregor
Mark D. McGregor

Chief Financial Officer

Dated: December 17, 2013