

SOLIGENIX, INC.
Form 8-K
September 28, 2018

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): September 27, 2018

Commission File No. 000-16929

Soligenix, Inc.

(Exact name of small business issuer as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

41-1505029

(I.R.S. Employer
Identification Number)

29 Emmons Drive,

Suite C-10

Princeton, NJ

(Address of principal executive offices)

08540

(Zip Code)

(609) 538-8200

(Issuer'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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 27, 2018, the stockholders of Soligenix, Inc. (the “Company”) approved an amendment (the “Equity Plan Amendment”) to the Company’s 2015 Equity Incentive Plan (the “2015 Plan”) to increase the maximum number of shares of common stock, par value \$0.001 per share (“Common Stock”), available for issuance under the 2015 Plan by 400,000 shares, bringing the total shares reserved for issuance under the 2015 Plan to 1,000,000 shares. The Board of Directors (the “Board”) of the Company had previously adopted the Equity Plan Amendment, subject to approval by the stockholders.

The Company’s Proxy Statement on Schedule 14A (as amended, the “Proxy Statement”) for its 2018 Annual Meeting of Stockholders, which the Company filed with the U.S. Securities and Exchange Commission on August 10, 2018 and amended on August 17, 2018, included a summary description of the 2015 Plan, as well as the full text of the 2015 Plan, as proposed to be amended, as Annex A thereto. The summary of the 2015 Plan contained in the Proxy Statement and the above description do not purport to be complete and are qualified in their entirety by reference to the complete text of the 2015 Plan, as amended, which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

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

As described below in Item 5.07, on September 27, 2018, the Company’s stockholders approved and adopted an amendment to the Second Amended and Restated Certificate of Incorporation (“Charter Amendment”), which increased the number of authorized shares of Common Stock from 25,000,000 to 50,000,000. The Charter Amendment became effective upon filing with the Secretary of State of the State of Delaware on September 27, 2018. A copy of the Charter Amendment is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

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

On September 27, 2018, the Company held its 2018 Annual Meeting of Stockholders, at which the following items were voted upon:

(1) Election of Directors:

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The following six nominees were elected as directors to serve until the 2018 Annual Meeting of Stockholders by votes as follows:

| Name | For | Withheld |
|-----------------------------|-----------|-----------|
| Keith L. Brownlie, CPA | 6,628,979 | 1,344,660 |
| Gregg A. Lapointe, CPA | 6,692,325 | 1,281,314 |
| Mark E. Pearson | 7,740,376 | 233,263 |
| Robert J. Rubin, MD | 7,564,442 | 409,197 |
| Christopher J. Schaber, PhD | 7,699,501 | 274,138 |
| Jerome B. Zeldis, MD, PhD | 7,639,544 | 334,095 |

There were 7,175,938 broker non-votes in the election of directors.

The approval of an amendment to the 2015 Equity Incentive Plan to increase the maximum number of shares of (2) Common Stock available for issuance under the plan by 400,000 shares, bringing the total shares reserved for issuance under the plan to 1,000,000 shares:

The proposal to approve the Equity Plan Amendment was approved, and the votes were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 7,280,045 | 632,202 | 61,392 |

There were 7,175,938 broker non-votes on this proposal.

- (3) The approval of an amendment to the Second Amended and Restated Certificate of Incorporation, which increases the number of authorized shares of Common Stock from 25,000,000 to 50,000,000:

The proposal to approve the Charter Amendment was approved, and the votes were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 13,578,461 | 1,124,284 | 446,832 |

There were no broker non-votes on this proposal.

- (4) Non-binding advisory vote on executive compensation:

The proposal to approve, by a non-binding advisory vote, the compensation of the Company's named executive officers as disclosed in the Company's 2018 proxy statement was approved, and the votes were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 6,799,913 | 264,534 | 909,192 |

There were 7,175,938 broker non-votes on this proposal.

- (5) Ratification of the Appointment of Independent Registered Public Accounting Firm:

The proposal to ratify the appointment of EisnerAmper LLP as the independent registered public accountants of the Company for the fiscal year ending December 31, 2018 was approved by votes as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 14,928,133 | 159,596 | 61,848 |

There were no broker non-votes on this proposal.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | <u>Certificate of Amendment to Second Amended and Restated Certificate of Incorporation.</u> |
| 10.1 | <u>Soligenix, Inc. 2015 Equity Incentive Plan, as amended on September 27, 2018.</u> |
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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.

Soligenix, Inc.

September 28, 2018 By: **/s/ Christopher J. Schaber**
Christopher J. Schaber, Ph.D.

President and Chief Executive Officer

(Principal Executive Officer)

EXHIBIT INDEX

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