

ACCELERON PHARMA INC  
Form 8-K  
September 12, 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): September 9, 2016

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ACCELERON PHARMA INC.  
(Exact name of Registrant as specified in its charter)

Delaware                      001-36065      27-0072226  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification Number)

128 Sidney Street  
Cambridge, MA                      02139  
(Address of principal                      (Zip Code)  
executive offices)

Registrant's telephone number, including area code: (617) 649-9200

Not Applicable  
(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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On September 9, 2016, the Board of Directors (the “Board of Directors”) of Acceleron Pharma Inc. (the “Company”) approved Amendment No. 1 to the Company’s Amended and Restated Bylaws (the “Bylaws Amendment”). The Bylaws Amendment changes the voting standard for uncontested director elections from a plurality voting standard to a majority voting standard. Pursuant to the Bylaws Amendment, in future uncontested director elections, a director nominee will be elected only if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election. The Bylaws Amendment retains a plurality voting standard in contested elections, which includes an election for which, as of the record date of any meeting of stockholders, there are more nominees for election than positions on the Board of Directors to be filled by that election.

The summary of the Bylaws Amendment above is qualified in its entirety by the Bylaws Amendment filed herewith as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amendment No. 1 to Amended and Restated Bylaws of Acceleron Pharma Inc.

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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.

ACCELERON PHARMA INC.

By: /s/ John Quisel, J.D., Ph.D.  
John Quisel, J.D., Ph.D.  
Senior Vice President and General Counsel

Date: September 12, 2016