

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**POZEN INC /NC**

CIK: **1059790** | IRS No.: **621657552** | Fiscal Year End: **0919**  
Type: **8-K** | Act: **34** | File No.: **000-31719** | Film No.: **13904170**  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
1414 RALEIGH ROAD  
SUITE 400  
CHAPEL HILL NC 27517

Business Address  
1414 RALEIGH ROAD  
SUITE 400  
CHAPEL HILL NC 27517  
919-913-1030

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 6, 2013**

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**POZEN INC.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-31719**  
(Commission  
File Number)

**62-1657552**  
(IRS Employer  
Identification No.)

**1414 Raleigh Road, Suite 400**  
**Chapel Hill, North Carolina**  
(Address of Principal Executive Offices)

**27517**  
(Zip Code)

**(919) 913-1030**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation 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)).
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

POZEN Inc.'s (the "Company") Annual Meeting of Stockholders (the "Annual Meeting") was held at the Company's headquarters, 1414 Raleigh Road, Suite 210, Chapel Hill, North Carolina 27517, on Thursday, June 6, 2012. At the Annual Meeting, the following matters were submitted to a vote of stockholders:

- the election of two (2) Class I directors to serve until the 2016 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;
- the advisory vote on the compensation of the Company's named executive officers; and
- the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013.

At the close of business on April 11, 2013, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 30,367,695 shares of the Company's Common Stock, outstanding and entitled to vote at the Annual Meeting. The holders of 25,860,138 shares of the Company's Common Stock were represented in person or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, all of the Class I directors were elected and all other proposals submitted to stockholders were approved.

**Proposal 1. Election of Directors**

The vote with respect to the election of the Class I directors was as follows:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Neal F. Fowler	14,623,841	3,626,969	7,609,328
Arthur S. Kirsch	14,624,677	3,626,133	7,609,320

**Proposal 2. Advisory Vote on the Compensation of the Company's Named Executive Officers**

The vote with respect to the advisory vote on the compensation of the Company's named executive officers was as follows:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
9,783,156	8,276,082	191,572	7,609,328

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

The vote with respect to the ratification of the appointment of Ernst & Young LLP as the Company' s independent registered public accounting firm for the year ending December 31, 2013 was as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
25,476,164	321,363	62,606

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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.

POZEN INC.

By: /s/ William L. Hodges

Name: William L. Hodges

Title: Chief Financial Officer

Date: June 10, 2013