

CHIMERIX INC  
Form 8-K  
June 28, 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**

**June 24, 2016**

Date of Report (Date of earliest event reported)

**Chimerix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-35867**

**33-0903395**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

**2505 Meridian Parkway, Suite 100**

**27713**

**Durham, NC**

(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (919) 806-1074**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

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

On June 24, 2016, Chimerix, Inc. (the “*Company*”) held its 2016 Annual Meeting of Stockholders (the “*Annual Meeting*”). As of April 27, 2016, the record date for the Annual Meeting, 46,213,134 shares of common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 39,961,671 shares of common stock were present in person or represented by proxy for the four proposals summarized below.

**Proposal 1: Election of directors**

The Company’s stockholders elected the three persons listed below as Class III directors, each to serve until the Company’s 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Catherine L. Gilliss, PhD, R.N., FAAN	28,756,394	1,915,756	9,289,521
C. Patrick Machado	29,214,361	1,457,789	9,289,521
Ernest Mario, Ph.D.	29,305,363	1,366,787	9,289,521

**Proposal 2: Ratification of the selection of independent registered public accounting firm**

The Company’s stockholders ratified the selection by the Audit Committee 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 are as follows:

<b>Votes For</b>	36,512,517
<b>Votes Against</b>	3,407,766
<b>Abstentions</b>	41,388
<b>Broker Non-Votes</b>	0

**Proposal 3: Approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers**

The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers. The final voting results are as follows:

<b>Votes For</b>	27,631,937
<b>Votes Against</b>	3,013,965
<b>Abstentions</b>	26,248
<b>Broker Non-Votes</b>	9,289,521

**Proposal 4: Approval, on a non-binding, advisory basis, of the frequency of future non-binding advisory stockholder votes on the compensation of the Company's named executive officers**

The Company's stockholders approved, on a non-binding, advisory basis, that the frequency of future non-binding advisory stockholder votes on the compensation of the Company's named executive officers should be every year. The final voting results are as follows:

<b>Votes For Every 1 Year</b>	27,012,332
<b>Votes For Every 2 Years</b>	830,211
<b>Votes For Every 3 Years</b>	2,760,730
<b>Abstentions</b>	68,877
<b>Broker Non-Votes</b>	9,289,521

Consistent with the preference of the Company's stockholders indicated by the voting results for Proposal 4, the Company will include a stockholder advisory vote on the compensation of the Company's named executive officers every year until the next required vote on the frequency of such advisory votes.

**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.

**Chimerix, Inc.**

Dated: June 27, 2016

By: /s/ Timothy W. Trost  
Timothy W. Trost  
Senior Vice President,  
Chief Financial Officer  
and Corporate  
Secretary