

ALLERGAN INC  
Form 8-K  
April 30, 2010

**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**

April 29, 2010

Date of Report (Date of Earliest Event Reported)

**ALLERGAN, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

**1-10269**  
(Commission File Number)

**95-1622442**  
(IRS Employer

Identification Number)

**2525 Dupont Drive**

**Irvine, California 92612**

(Address of Principal Executive Offices) (Zip Code)

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(714) 246-4500

(Registrant's Telephone Number, Including Area Code)

N/A

(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:

- 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.**

Allergan, Inc. (the Company) held its Annual Meeting of Stockholders on April 29, 2010 and there were present in person or by proxy 256,751,876 votes, representing 84.42% of the total outstanding eligible votes. At the Annual Meeting, the Company's stockholders elected four directors to the Company's Board of Directors, ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2010, and approved each of the four Company proposals regarding the Company's Restated Certificate of Incorporation, each as more fully described below.

*Item No. 1:* Election of four Class III directors to serve for three-year terms until the Company's annual meeting of stockholders in 2013

| <b>Directors</b>      | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------------|-------------|----------------|----------------|-------------------------|
| Michael R. Gallagher  | 239,288,235 | 3,846,877      | 274,293        | 13,342,472              |
| Gavin S. Herbert      | 239,011,524 | 3,999,056      | 398,825        | 13,342,472              |
| Dawn Hudson           | 240,334,204 | 2,834,774      | 240,427        | 13,342,472              |
| Stephen J. Ryan, M.D. | 241,189,766 | 1,968,525      | 251,114        | 13,342,472              |

The following directors continue to serve on the Board of Directors with terms expiring as set forth opposite their names:

| <b>Continuing Directors</b> | <b>Term Expires</b> |
|-----------------------------|---------------------|
| Deborah Dunsire, M.D.       | 2011                |
| Trevor M. Jones, Ph.D.      | 2011                |
| Louis J. Lavigne, Jr.       | 2011                |
| Leonard D. Schaeffer        | 2011                |
| Herbert W. Boyer, Ph.D.     | 2012                |
| Robert A. Ingram            | 2012                |
| David E.I. Pyott            | 2012                |
| Russell T. Ray              | 2012                |

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|--|-------------|----------------|----------------|-------------------------|
| <i>Item No. 2:</i> Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2010  | 254,797,046 | 1,621,836      | 332,994        | 0                       |
| <i>Item No. 3:</i> Approval of an amendment to the Company's Restated Certificate of Incorporation to eliminate the supermajority vote requirement to remove directors for cause                         | 255,907,869 | 358,865        | 485,142        | 0                       |
| <i>Item No. 4:</i> Approval of an amendment to the Company's Restated Certificate of Incorporation to eliminate the supermajority vote requirement to approve certain business combinations              | 255,451,597 | 651,939        | 648,340        | 0                       |
| <i>Item No. 5:</i> Approval of an amendment to the Company's Restated Certificate of Incorporation to implement a majority vote requirement to amend the Company's Restated Certificate of Incorporation | 255,644,620 | 566,598        | 540,658        | 0                       |
| <i>Item No. 6:</i> Approval of the amendment and restatement of the Company's Restated Certificate of Incorporation  | 255,681,619 | 501,035        | 569,222        | 0                       |

**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.

**ALLERGAN, INC.**

Date: April 30, 2010

By: /s/ Matthew J. Maletta  
Name: Matthew J. Maletta  
Title: Vice President,  
Associate General Counsel and Assistant Secretary