

INFINITY PHARMACEUTICALS, INC.

Form 8-K

May 18, 2012

**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): May 16, 2012**

**Infinity Pharmaceuticals, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**000-31141**  
(Commission

File Number)

**33-0655706**  
(IRS Employer

Identification No.)

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**780 Memorial Drive, Cambridge, MA**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (617) 453-1000**

**02139**

**(Zip 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:

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

At our Annual Meeting of stockholders held on May 16, 2012 (the Annual Meeting), our stockholders approved Amendment No. 2 to our 2010 Stock Incentive Plan (the 2010 Plan), which amendment had previously been adopted by our Board of Directors, subject to shareholder approval, to increase the number of shares of our common stock that may be issued pursuant to awards granted under the 2010 Plan by an additional 3,000,000 shares. A copy of this amendment is filed as Exhibit 99.1 hereto.

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

At the Annual Meeting, our stockholders voted on three matters as follows:

1. The following eleven nominees were elected to our Board of Directors to serve for a one-year term expiring at the 2013 annual meeting of stockholders:

|                          | Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|--------------------------|------------|---------------|------------------|------------------|
| Martin Babler            | 15,654,822 | 738,195       | 7,124            | 1,757,948        |
| Anthony B. Evnin, Ph.D.  | 15,653,605 | 739,413       | 7,123            | 1,757,948        |
| Gwen A. Fyfe, M.D.       | 16,389,806 | 3,510         | 6,825            | 1,757,948        |
| Steven H. Holtzman       | 16,002,042 | 395,444       | 2,655            | 1,757,948        |
| Eric S. Lander, Ph.D.    | 16,057,484 | 337,954       | 4,703            | 1,757,948        |
| Patrick P. Lee           | 15,655,136 | 740,314       | 4,691            | 1,757,948        |
| Thomas J. Lynch, M.D.    | 16,055,413 | 337,904       | 6,824            | 1,757,948        |
| Adelene Q. Perkins       | 16,057,276 | 340,510       | 2,355            | 1,757,948        |
| Norman C. Selby          | 16,388,071 | 4,946         | 7,124            | 1,757,948        |
| Ian F. Smith             | 16,054,894 | 340,472       | 4,775            | 1,757,948        |
| Michael C. Venuti, Ph.D. | 16,036,610 | 358,669       | 4,862            | 1,757,948        |

2. Amendment No. 2 to our 2010 Plan was approved and an additional 3,000,000 shares of Common Stock were reserved for issuance thereunder.

| Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 11,368,629 | 5,027,565     | 3,947            | 1,757,948        |

3. The appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year was ratified.

| Votes For  | Votes Against | Votes Abstaining | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 18,148,670 | 7,773         | 1,646            |                  |

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is included in this report:

**Exhibit**

| <b>No.</b> | <b>Description</b>                           |
|------------|--|
| 99.1       | Amendment No. 2 to 2010 Stock Incentive Plan |

**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.

**INFINITY PHARMACEUTICALS, INC.**

Date: May 18, 2012

By: /s/ Gerald E. Quirk  
Gerald E. Quirk  
Vice President, Corporate Affairs and General Counsel