

BIOGEN INC.
Form 8-K
June 11, 2015

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): June 10, 2015

Biogen Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-19311

33-0112644

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

225 Binney Street, Cambridge, Massachusetts 02142

(Address of principal executive offices; Zip Code)

Registrant's telephone number, including area code: (617) 679-2000

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:

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

(e) Adoption of 2015 Employee Stock Purchase Plan

At the Annual Meeting of Stockholders of Biogen Inc. (the “Company”) held on June 10, 2015, the stockholders approved the Company’s 2015 Employee Stock Purchase Plan (the “2015 ESPP”). The 2015 ESPP was previously approved, subject to stockholder approval, by the Board of Directors of the Company.

A summary of the material terms and conditions of the 2015 ESPP and awards thereunder is included in the Company’s definitive proxy statement filed with the SEC on April 30, 2015 (the “Proxy Statement”), under “Proposal 4 - Approval of the Company’s 2015 Employee Stock Purchase Plan”, which section is incorporated herein by reference. The preceding summary is qualified in its entirety by, and should be read in conjunction with, the 2015 ESPP, which was filed as Appendix A to the Proxy Statement and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 10, 2015, the Company held its Annual Meeting of Stockholders. The final voting results for this meeting are as follows:

Stockholders elected eleven nominees to the Board of Directors to serve for a one-year term extending until the 1.2016 annual meeting of stockholders and their successors are duly elected and qualified, with the votes cast as follows:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|-------------|---------------|-------------|------------------|
| Alexander J. Denner | 196,198,564 | 611,019 | 423,651 | 13,521,259 |
| Caroline D. Dorsa | 195,412,996 | 1,423,251 | 396,987 | 13,521,259 |
| Nancy L. Leaming | 196,390,778 | 445,638 | 396,818 | 13,521,259 |
| Richard C. Mulligan | 195,322,271 | 1,488,292 | 422,671 | 13,521,259 |
| Robert W. Pangia | 194,528,252 | 2,282,380 | 422,602 | 13,521,259 |
| Stelios Papadopoulos | 192,263,971 | 3,948,485 | 1,020,778 | 13,521,259 |
| Brian S. Posner | 196,371,260 | 435,552 | 426,422 | 13,521,259 |
| Eric K. Rowinsky | 180,491,414 | 16,318,933 | 422,887 | 13,521,259 |
| George A. Scangos | 195,214,131 | 1,619,753 | 399,350 | 13,521,259 |
| Lynn Schenk | 194,532,428 | 2,298,888 | 401,918 | 13,521,259 |
| Stephen A. Sherwin | 175,704,064 | 21,103,708 | 425,462 | 13,521,259 |

2. Stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015, with the votes cast as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 209,304,273 | 969,386 | 480,834 | — |

3. Stockholders approved the advisory vote on executive compensation, with the votes cast as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 193,594,390 | 2,892,288 | 746,556 | 13,521,259 |

4. Stockholders approved the adoption of the Biogen Inc. 2015 Employee Stock Purchase Plan, with the votes cast as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 195,482,450 | 527,161 | 1,223,623 | 13,521,259 |

5. Stockholders approved an amendment to the Biogen Inc. 2006 Non-Employee Directors Equity Plan to extend the term of the plan, with the votes cast as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 189,111,316 | 5,436,207 | 2,685,711 | 13,521,259 |

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.

Biogen Inc.

By: /s/ Steven N. Avruch

Steven N. Avruch

Chief Corporation Counsel and Assistant Secretary

Date: June 11, 2015