

NEUROCRINE BIOSCIENCES INC

Form 8-K

June 06, 2007

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**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 the earliest event reported): June 1, 2007**

**NEUROCRINE BIOSCIENCES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation or  
organization)

**0-22705**  
(Commission File  
Number)

**33-0525145**  
(IRS Employer Identification  
No.)

**12790 El Camino Real**  
(Address of principal executive offices)

**92130**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 617-7600**

**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))
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The Company's Annual Meeting of Stockholders was held on June 1, 2007. As of the close of business on April 2, 2007, the record date for the Annual Meeting, there were 37,919,511 shares of common stock entitled to vote, of which there were 33,600,083 shares present at the Annual Meeting in person or by proxy. At the Annual Meeting, stockholders voted on four matters: (i) the election of three Class II Directors for a term of three years expiring at the 2010 Annual Meeting of Stockholders, (ii) the approval of an amendment to the Company's 2003 Incentive Stock Plan, as amended, to increase the number of shares of common stock reserved for issuance thereunder from 4,300,000 to 4,800,000 shares, (iii) the consideration of a stockholder proposal to declassify the Board of Directors, and (iv) the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007. The voting results were as follows:

Election of three Class II Directors for a term of three years expiring at the 2010 Annual Meeting of Stockholders

Corinne H. Lyle	For	31,509,717	Withheld	2,090,366
Richard F. Pops	For	29,045,760	Withheld	4,554,323
Stephen A. Sherwin	For	29,046,278	Withheld	4,553,805

The three nominees for Class II Director were elected. Our Class III Director, Gary A. Lyons, continues in office until our 2008 Annual Meeting of Stockholders. Our Class I Directors, Joseph A. Mollica, Ph.D., Wylie W. Vale, Ph.D. and W. Thomas Mitchell, continue in office until our 2009 Annual Meeting of Stockholders.

Approval of an amendment to the Company's 2003 Incentive Stock Plan, as amended, which increases the number of shares of common stock reserved for issuance from 4,300,000 to 4,800,000 shares

For	14,951,094	Against	7,675,938	Abstain	58,504
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The amendment to the Company's 2003 Incentive Stock Plan, as amended, was approved.

Consideration of a stockholder proposal to declassify the Board of Directors

For	12,348,991	Against	10,259,246	Abstain	77,299
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The stockholder proposal was approved.

Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2007

For	33,107,855	Against	370,923	Abstain	121,304
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The appointment of Ernst & Young LLP was ratified.

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Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: June 6, 2007

NEUROCRINE BIOSCIENCES, INC.

/s/ TIMOTHY P. COUGHLIN

Timothy P. Coughlin

Vice President and Chief Financial Officer