

ALLERGAN INC
Form 8-K
May 09, 2014

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

May 9, 2014 (May 6, 2014)

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)

(714) 246-4500

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(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 held its Annual Meeting of Stockholders on May 6, 2014 (the Annual Meeting) and there were present in person or by proxy 259,206,717 votes, representing approximately 86.65% of the total outstanding eligible votes. At the Annual Meeting, the Company's stockholders (i) elected nine directors to the Board; (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2014; (iii) approved the compensation of the Company's named executive officers; (iv) approved the amendment and restatement of the Amended and Restated Certificate of Incorporation; and (v) approved a non-binding stockholder proposal, as more fully described below.

| | For | Against | Abstain | Broker Non-Votes |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------|-----------|------------------|
| Item No. 1: Election of nine directors to serve for a term of office expiring at the 2015 annual meeting of stockholders and until their successors are duly elected and qualified: | | | | |
| David E.I. Pyott | 223,086,247 | 21,045,786 | 899,279 | 14,175,405 |
| Michael R. Gallagher | 163,111,459 | 81,419,239 | 500,614 | 14,175,405 |
| Deborah Dunsire, M.D. | 232,439,476 | 12,153,803 | 438,033 | 14,175,405 |
| Trevor M. Jones, Ph.D. | 216,328,825 | 28,236,839 | 465,648 | 14,175,405 |
| Louis J. Lavigne, Jr. | 232,168,930 | 12,395,501 | 466,881 | 14,175,405 |
| Peter J. McDonnell, M.D. | 215,837,387 | 28,727,181 | 466,744 | 14,175,405 |
| Timothy D. Proctor | 229,914,053 | 14,652,417 | 464,842 | 14,175,405 |
| Russell T. Ray | 230,485,928 | 14,076,981 | 468,403 | 14,175,405 |
| Henri A. Termeer | 232,226,320 | 12,251,052 | 553,940 | 14,175,405 |
| Item No. 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2014 | 257,654,498 | 1,086,946 | 465,273 | 0 |
| Item No. 3: Advisory vote to approve the compensation of the Company's named executive officers | 227,667,602 | 15,798,516 | 1,565,194 | 14,175,405 |
| Item No. 4: Approval of the Amendment and Restatement of our Amended and Restated Certificate of Incorporation | 240,369,234 | 4,134,500 | 527,578 | 14,175,405 |
| Item No. 5: Stockholder Proposal | | | | |

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| | | | | |
|-------------------------------------------------------------|-------------|-------------|---------|------------|
| Stockholder Proposal # 1 (Right to Act by Written Consent)* | 123,331,181 | 120,819,096 | 881,035 | 14,175,405 |
|-------------------------------------------------------------|-------------|-------------|---------|------------|

* Approval of the stockholder proposal requires the affirmative vote of a majority of the shares present at the annual meeting, in person or by proxy, and entitled to vote. Abstentions represent shares present at the annual meeting and entitled to vote; therefore, abstentions have the same effect as votes against the stockholder proposal.

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: May 9, 2014

By: /s/ Matthew J. Maletta

Name: Matthew J. Maletta

Title: Vice President,

Associate General Counsel and Secretary