

MAP Pharmaceuticals, Inc.
Form 8-K
May 24, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 19, 2011

MAP PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-33719
(Commission

File Number)

20-0507047
(IRS Employer

Identification No.)

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2400 Bayshore Parkway, Suite 200, Mountain

View, CA
(Address of Principal Executive Offices)

94043
(Zip Code)

Registrant's telephone number, including area code: (650) 386-3100

(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 (*see* General Instruction A.2. below):

- .. 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

The annual meeting of stockholders of MAP Pharmaceuticals, Inc. (the Company) was held pursuant to notice on May 19, 2011 for the purposes of: (1) electing two Class I directors for a three-year term or until the election and qualification of their successors; (2) ratifying the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2011 fiscal year; (3) seeking an advisory (non-binding) vote to approve executive compensation; and (4) seeking an advisory (non-binding) vote to recommend the frequency of future stockholder voting on executive compensation every one, two or three years. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of management's solicitations. There were present at the meeting, in person or represented by proxy, the holders of 28,631,331 shares of Common Stock. The final vote on the proposals was recorded as follows:

Proposal 1:

The election of the following two Class I directors for a three-year term or until the election and qualification of their successors:

| Director | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| John G. Freund, M.D. | 24,976,396 | 1,746,291 | 1,908,644 |
| H. Ward Wolff | 24,958,392 | 1,764,295 | 1,908,644 |

Proposal 2:

The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the 2011 fiscal year:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 28,553,090 | 17,102 | 61,139 | 0 |

Proposal 3:

The advisory (non-binding) vote to approve executive compensation:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 24,505,118 | 2,217,569 | 0 | 1,908,644 |

Proposal 4:

The advisory (non-binding) vote to recommend the frequency of future stockholder voting on executive compensation every 1, 2 or 3 years:

| Every 1 Year | Every 2 Years | Every 3 Years | Abstentions | Broker Non-Votes |
|--------------|---------------|---------------|-------------|------------------|
| 13,022,538 | 3,528,479 | 10,169,469 | 2,201 | 1,908,644 |

The Company's directors who hold office following the Company's annual meeting are Scott R. Ward (Chairman of the Board of Directors), Thomas A. Armer, Ph.D., John G. Freund, M.D., Gerri A. Henwood, Bernard J. Kelley, Matthew V. McPherron, Timothy S. Nelson and H. Ward Wolff.

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.

Date: May 24, 2011

MAP PHARMACEUTICALS, INC.

By: /s/ Charlene A. Friedman
Name: Charlene A. Friedman
Title: Senior Vice President, General Counsel and
Secretary