

IDERA PHARMACEUTICALS, INC.
Form 8-K
June 15, 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): June 12, 2012

Idera Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-31918
(Commission

File Number)

04-3072298
(IRS Employer

Identification No.)

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167 Sidney Street, Cambridge, Massachusetts

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (617) 679-5500

02139

(Zip Code)

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 12, 2012, at the 2012 Annual Meeting of Stockholders (the Annual Meeting) of Idera Pharmaceuticals, Inc. (the Company), the Company s stockholders approved an amendment to the Company s Restated Certificate of Incorporation to increase the number of authorized shares of the Company s common stock from 70,000,000 shares to 140,000,000 shares. The increase in the number of authorized shares of the Company s common stock was effected pursuant to a Certificate of Amendment to the Company s Restated Certificate of Incorporation (the Certificate of Amendment) filed with the Secretary of State of the State of Delaware on June 13, 2012. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

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

At the 2012 Annual Meeting, the Company s stockholders voted on the following proposals:

1. The following nominees were elected to the Company s Board of Directors as Class II directors for terms expiring at the 2015 annual meeting of stockholders.

| | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Robert W. Karr, M.D. | 12,622,865 | 5,452,451 | 3,680,299 |
| Malcolm MacCoss, Ph. D. | 17,884,143 | 191,173 | 3,680,299 |

2. The amendment to the Company s Restated Certificate of Incorporation was approved.

| | |
|-------------------|------------|
| For: | 20,305,868 |
| Against: | 1,429,899 |
| Abstain: | 15,170 |
| Broker Non-Votes: | 4,678 |

3. A non-binding, advisory proposal on the compensation of the Company s named executive officers was approved.

| | |
|-------------------|------------|
| For: | 17,674,908 |
| Against: | 392,374 |
| Abstain: | 8,084 |
| Broker Non-Votes: | 3,680,249 |

4. The appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2012 was ratified.

| | |
|----------|------------|
| For: | 21,725,846 |
| Against: | 26,298 |
| Abstain: | 3,471 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Certificate of Amendment to the Restated Certificate of Incorporation of Idera Pharmaceuticals, Inc.

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.

Idera Pharmaceuticals, Inc.

Date: June 15, 2012

By: /s/ Louis J. Arcudi, III

Louis J. Arcudi, III
*Senior Vice President of Operations, Chief Financial Officer,
Treasurer and Secretary*

EXHIBIT INDEX

| Exhibit No. | Description |
|----------------|--|
| 3.1 | Certificate of Amendment to the Restated Certificate of Incorporation of Idera Pharmaceuticals, Inc. |