

CERUS CORP  
Form 8-K  
June 15, 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**

**CERUS CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**000-21937**  
**(Commission**  
**File Number)**  
**2550 Stanwell Drive**

**68-0262011**  
**(IRS Employer**  
**Identification No.)**

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**Concord, California 94520**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (925) 288-6000**

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**

On June 10, 2015, Cerus Corporation (the Company) held its 2015 Annual Meeting of Stockholders (the Annual Meeting). The following is a brief description of each matter voted upon at the Annual Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 30, 2015 (the Proxy Statement).

**Proposal 1**

The Company's stockholders elected each of the two nominees for director to the Board of Directors to hold office until the 2018 Annual Meeting of Stockholders or until his respective successor has been elected and qualified.

| <b>Nominee</b>         | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| Daniel N. Swisher, Jr. | 34,548,272 | 826,003         | 39,820,980              |
| Frank Witney, Ph.D.    | 34,823,716 | 550,559         | 39,820,980              |

**Proposal 2**

The Company's stockholders approved an amendment and restatement of the Company's 2008 Equity Incentive Plan, as amended, to increase the aggregate number of shares of common stock authorized for issuance thereunder by 5,000,000 shares and to make certain other changes thereto as described in the Proxy Statement.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 26,210,564 | 8,991,216      | 172,495        | 39,820,980              |

**Proposal 3**

The Company's stockholders approved an amendment and restatement of the Company's 1996 Employee Stock Purchase Plan, as amended, to increase the aggregate number of shares of common stock authorized for issuance thereunder by 1,500,000 shares.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 34,221,084 | 1,006,554      | 146,637        | 39,820,980              |

**Proposal 4**

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 33,334,937 | 1,858,590      | 180,748        | 39,820,980              |

**Proposal 5**

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The Company's stockholders ratified the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent registered public accounting firm for the Company for its fiscal year ending December 31, 2015.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 73,559,988 | 1,155,703      | 479,564        | 0                       |

No other matters were submitted for stockholder action.

**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.

CERUS CORPORATION

Date: June 15, 2015

By: /s/ CRYSTAL MENARD  
Chrystal Menard

Chief Legal Officer and General Counsel