

BIOMARIN PHARMACEUTICAL INC

Form 8-K

September 24, 2018

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): September 19, 2018

BioMarin Pharmaceutical Inc.

(Exact name of Registrant as Specified in Its Charter)

**Delaware
(State or Other Jurisdiction**

of Incorporation)

770 Lindero Street,

San Rafael, California

**000-26727
(Commission**

File Number)

**68-0397820
(IRS Employer**

Identification No.)

94901

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 506-6700

Not Applicable

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 19, 2018, the Board of Directors (the Board) of BioMarin Pharmaceutical Inc. (the Company) amended and restated the Company s Amended and Restated Bylaws, as amended (the Bylaws), effective as of September 19, 2018, in order to implement proxy access. Pursuant to the proxy access provision, inserted at subsection 2.15(c) in the Bylaws, a stockholder or a group of no more than 20 stockholders owning 3% or more of the voting power of the Company s outstanding capital stock continuously for at least three years may nominate and include in the Company s proxy statement for an annual meeting director nominees constituting up to the greater of two individuals or 20% of the number of directors in office, provided the stockholders satisfy the requirements specified in the Bylaws. The Bylaws also include certain conforming modifications to the advance notice provisions.

The preceding description is qualified in its entirety by reference to the Bylaws, which are attached hereto as Exhibit 3.1, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	<u>Amended and Restated Bylaws.</u>

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 thereunto duly authorized.

BioMarin Pharmaceutical Inc.,

a Delaware corporation

Date: September 24, 2018

By: /s/ G. Eric Davis

G. Eric Davis

Executive Vice President, General Counsel