**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 15, 2020**



**EIGER BIOPHARMACEUTICALS, INC.**

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



**Delaware**

**001-36183**

**33-0971591**

**(State or other jurisdiction**

**of incorporation)**

**(Commission**

**File Number)**

**(IRS Employer**

**Identification No.)**

**2155 Park Blvd.**

**Palo Alto, California**

**94306**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant’s telephone number, including area code: (650) 272-6138**

**(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)) Securities registered pursuant to Section 12(b) of the Act:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **Title of each class** | | **Trading** | | **Name of each exchange** |  |
| **Symbol(s)** | | **on which registered** |  |
| Common Stock (par value $0.001 per share) |  | EIGR |  | The Nasdaq Stock Market LLC |  |

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

On June 15, 2020, Eiger BioPharmaceuticals, Inc. (the “***Company***”) held its 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 described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2020.

**Proposal 1—*Election of Directors***

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | **Final Voting Results** | | | | |  |  |  |
| **Nominees** |  | **For** | | **Withheld** | | | **Broker** |  |  |
| **Non-Votes** | |  |
| Jeffrey S. Glenn, M.D., Ph.D. | | 16,088,638 |  | 221,727 |  |  | 3,655,538 |  |  |
| Evan Loh, M.D. | | 16,026,090 | | 284,275 | |  | 3,655,538 | |  |
| Amit K. Sachdev, J.D. | | 16,090,558 | | 219,807 | |  | 3,655,538 | |  |

The Company’s stockholders elected each of the three nominees for director to serve until the 2023 annual meeting of stockholders and until his respective successor is elected.

**Proposal 2—*Advisory Vote on Executive Compensation***

|  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  |  | **Final Voting Results** | | | | **Broker** | |  |
|  |  | **For** | | **Against** | |  |  | **Abstain** | |  |
|  |  |  |  | **Non-Votes** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | 15,873,661 | | | 285,634 |  |  | | 151,070 |  | 3,655,538 |  |  |

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

**Proposal 3—*Advisory Vote on the Frequency of Stockholder Votes on Executive Compensation***

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1 Year** | | | **Final Voting Results** | | | | **3 Years** | |  |
|  | **2 Years** | |  |  |
|  |  |  |  |  |  |  |  |  |  |
| 15,359,822 | | |  | 14,452 |  |  | 783,090 |  |  |

The stockholders indicated, on an advisory basis, the preferred frequency of every year for future stockholder advisory votes regarding compensation awarded to named executive officers, as disclosed in the Proxy Statement. In light of the vote of the stockholders on this proposal and consistent with the Company’s Board of Director’s recommendation, the Company will include a non-binding stockholder advisory vote to approve the compensation of its named executive officers in its proxy materials every year. The Company will hold such annual advisory votes until the next required vote on the frequency of stockholder votes on named executive officer compensation. The Company is required to hold votes on the frequency of holding future non-binding advisory votes on executive compensation every six calendar years.

**Proposal 4—*Ratification of Selection of Independent Registered Public Accounting Firm***

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **For** | | **Final Voting Results** | | | | **Abstain** | |  |
|  |  | **Against** | |  |  |
|  |  |  |  |  |  |  |  |  |  |
| 19,784,554 | | |  | 39,110 |  |  | 142,239 |  |  |

The Company’s stockholders ratified the selection by the Audit Committee of the Board of Directors of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.

No other matters were submitted for stockholder action.

**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.

**Eiger BioPharmaceuticals, Inc.**

Dated: June 17, 2020

By: /s/ Sriram Ryali



Sriram Ryali

Chief Financial Officer