

LANNETT CO INC  
Form 8-K  
January 24, 2014

**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: **January 22, 2014**

**Lannett Company, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or other

**001-31298**  
(Commission File Number)

**23-0787699**  
(IRS Employer

Jurisdiction of

Identification

Incorporation)

No.)

**9000 State Road, Philadelphia, PA 19136**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(215) 333-9000**

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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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting of Stockholders ( the Annual Meeting ) of Lannett Company, Inc. (the Company ) held on January 22, 2014, four proposals were voted on by the Company s stockholders. The proposals are described in detail in the Company s definitive proxy statement filed on December 17, 2013 in connection with the Annual Meeting. A brief description of the proposals and the final results of the votes for these matters are as follows:

1. The stockholders elected all five director nominees to serve as members of the Company s board of directors until the Company s next Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified.

The number of votes cast for or withheld, for each nominee, was as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>
Jeffrey Farber	17,619,713	2,328,527
Arthur P. Bedrosian	19,019,612	928,628
David Drabik	18,350,658	1,597,582
Paul Taveira	19,671,776	276,464
Jim Maher	19,741,769	206,471

2. The stockholders ratified the appointment of Grant Thornton, LLP as independent auditors. The number of votes cast for, against, or abstained was as follows:

Votes For: 27,135,826

Votes Against: 1,073,352

Abstain: 199,001

3. The stockholders approved the 2014 Long-Term Incentive Plan. The number of votes cast for, against, or abstained was as follows:

Votes For: 17,032,166

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Votes Against: 2,882,977

Abstain: 33,097

4. The stockholders approved the amendment to the Certificate of Incorporation, as amended, to increase the shares of common stock authorized to be issued to 100 million from 50 million. The number of votes cast for, against, or abstained was as follows:

Votes For: 22,161,739

Votes Against: 5,695,256

Abstain: 484,438

**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.

Lannett Company, Inc.  
(Registrant)

By:

/s/ Arthur P. Bedrosian  
Arthur P. Bedrosian  
President and Chief Executive Officer

Dated: January 24, 2014