

XBiotech Inc.
Form 8-K
June 21, 2016

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 20, 2016

XBIOTECH INC.
(Exact name of Registrant as specified in its charter)

**British
Columbia,
Canada**
(State of
Incorporation)

001-37347
(Commission File Number)

N/A
(I.R.S. Employer Identification No.)

8201 E Riverside Dr. Bldg 4, Ste 100
Austin, Texas
78744
(Zip Code)
(Address of principal executive offices)

(512) 386-2900
(Registrant's telephone number, including area 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:

- 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.

The annual meeting of the stockholders of XBiotech Inc. (the “Company”) was held on June 20, 2016. The matters that were voted upon at the meeting, and the number of votes cast for and against, as well as the number of abstentions and broker non-votes as to each such matter are set forth below. Stockholders voted in accordance with the Board of Directors’ recommendations on each matter and voted to (1) elect four nominees for director; (2) ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending 2016; and (3) approve an amendment to the 2015 Equity Incentive Plan to increase the aggregate number of shares authorized for issuance by 3,000,000 shares.

Proposal #1 Election of four members of the Board of Directors

| | For | Abstain | Broker Non-Votes |
|----------------------|------------|----------------|-------------------------|
| John Simard | 21,331,490 | 571,126 | 1,876,485 |
| Dr. Fabrizio Bonanni | 21,278,112 | 624,504 | 1,876,485 |
| W. Thorpe McKenzie | 21,305,419 | 597,197 | 1,876,485 |
| Dr. Daniel Vasella | 21,078,582 | 824,034 | 1,876,485 |

Proposal #2 Ratification of the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending 2016

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 23,746,862 | 31,919 | 320 | 0 |

Proposal #3 Approval of an amendment to the 2015 Equity Incentive Plan to increase the number of shares authorized for issuance by 3,000,000 shares

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 20,429,940 | 863,923 | 274,225 | 2,211,013 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Amendment to the XBiotech Inc. 2015 Equity Incentive Plan (incorporated by reference to Annex A to the Company's Definitive Additional Materials on Schedule 14A filed with the SEC on May 25, 2016).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, XBiotech Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2016 XBIOTECH INC.

By: /s/John Simard
John Simard
Chief Executive Officer and President

EXHIBIT INDEX

| Exhibit | <u>Description</u> |
|---------------|---|
| <u>Number</u> | |
| 10.1 | Amendment to the XBiotech Inc. 2015 Equity Incentive Plan (incorporated by reference to Annex A to the Company's Definitive Additional Materials on Schedule 14A filed with the SEC on May 25, 2016). |