

INTREXON CORP
Form 8-K
June 13, 2014

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 13, 2014 (June 9, 2014)

INTREXON CORPORATION

(Exact Name of Registrant as Specified in Charter)

Virginia
(State or Other Jurisdiction

001-36042
(Commission

26-0084895
(IRS Employer

of Incorporation)

File Number)

Identification No.)

20374 Seneca Meadows Parkway, Germantown, Maryland 20876

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(Address of Principal Executive Offices) (Zip Code)

(301) 556-9900

(Registrant's telephone number, including area code)

N/A

(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 (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As noted in Item 5.07 below, at the 2014 Annual Meeting of Shareholders (the Annual Meeting) of Intrexon Corporation (the Company), upon recommendation of the Board of Directors of the Company, the Company s shareholders approved the Company s Amended and Restated 2013 Omnibus Incentive Plan (as amended and restated, the Plan), which provides for the issuance of an additional 3 million shares of the Company s common stock under the Plan.

A description of the material terms of the Plan and of the awards agreements thereunder is set forth on pages 27 through 33 of the definitive Proxy Statement on Schedule 14A for the Annual Meeting that was filed with the Securities and Exchange Commission on April 29, 2014, which description is incorporated by reference herein. The description of the Plan and of the awards agreements thereunder is qualified in its entirety by reference to the full text of the Plan and of the Form of Restricted Stock Agreement, Form of Incentive Stock Option Agreement and Form of Nonqualified Stock Option Agreement which are attached as Exhibits 10.1 through 10.4, respectively, to this Current Report on Form 8-K and which are incorporated by reference herein.

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

On June 9, 2014, the Company held its Annual Meeting. At this meeting, the Company s shareholders (i) elected each of the persons listed below as a director for a one-year term, (ii) ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered accounting firm for the fiscal year ending December 31, 20142014, and (iii) approved the Plan.

Proposal 1 Election of Directors

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------|---------|------------------|
| Randal J. Kirk | 79,191,622 | 48,344 | 11,245 | 11,719,839 |
| Cesar L. Alvarez | 78,466,874 | 768,515 | 15,822 | 11,719,839 |
| Steven Frank | 79,222,640 | 13,150 | 15,421 | 11,719,839 |
| Larry D. Horner | 79,217,359 | 18,131 | 15,721 | 11,719,839 |
| Jeffrey B. Kindler | 79,222,593 | 14,247 | 14,371 | 11,719,839 |
| Dean J. Mitchell | 79,221,928 | 13,362 | 15,921 | 11,719,839 |
| Robert B. Shapiro | 79,217,432 | 18,557 | 15,222 | 11,719,839 |
| James S. Turley | 79,201,662 | 34,285 | 15,264 | 11,719,839 |

Proposal 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2014.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 90,544,738 | 65,335 | 360,977 | |

Proposal 3 Approval of the Amended and Restated 2013 Omnibus Incentive Plan, which provides for the issuance of an additional 3 million shares under the Plan.

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

| | | | |
|------------|-----------|--------|------------|
| 78,142,493 | 1,071,323 | 37,395 | 11,719,839 |
|------------|-----------|--------|------------|

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

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.

Date: June 13, 2014

INTREXON CORPORATION

By: /s/ Donald P. Lehr
Donald P. Lehr
Chief Legal Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 10.1 | Intrexon Corporation Amended and Restated 2013 Omnibus Incentive Plan, effective as of June 9, 2014. |
| 10.2 | Form of Restricted Stock Agreement. |
| 10.3 | Form of Incentive Stock Option Agreement. |
| 10.4 | Form of Nonqualified Stock Option Agreement. |