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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 30, 2019**

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**Achillion Pharmaceuticals, Inc.**

(Exact name of Registrant as Specified in Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33095**  
(Commission  
File Number)

**52-2113479**  
(IRS Employer  
Identification No.)

**1777 Sentry Parkway West,  
Building 14, Suite 200,  
Blue Bell, PA**  
(Address of principal executive offices)

**19422**  
(Zip Code)

**Registrant's telephone number, including area code: (215) 709-3040**

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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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:

- 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 Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 per share	ACHN	Nasdaq Global Select Market

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.

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

On May 31, 2019, Achillion Pharmaceuticals, Inc. (the “Company”) filed a certificate of amendment to its amended and restated certificate of incorporation (the “Certificate of Amendment”), which was effective upon filing with the Secretary of State of the State of Delaware, to increase the number of shares of the Company’s common stock, par value \$0.001 per share, authorized for issuance from 200,000,000 shares to 300,000,000 shares. The additional shares of common stock authorized by the Certificate of Amendment have rights identical to the Company’s currently outstanding common stock.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

At the Annual Meeting of Stockholders of the Company held on May 30, 2019, the Company’s stockholders considered and voted upon the following proposals at the meeting: (1) the election of Kurt Graves, David I. Scheer and Frank Verwiel, M.D. as Class I Directors for terms to expire at the Company’s 2022 Annual Meeting of Stockholders or until their successors are duly elected and qualified; (2) the approval, on an advisory basis, of the Company’s executive compensation; (3) the approval of an amendment to the Company’s amended and restated certificate of incorporation to increase the number of shares of the Company’s common stock, par value \$0.001 per share, authorized for issuance from 200,000,000 to 300,000,000; and (4) the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

Each proposal was approved by the requisite number of votes. The results with respect to each matter voted upon are set forth below.

(1) The Company’s stockholders elected Kurt Graves, David I. Scheer and Frank Verwiel, M.D. to the Company’s Board of Directors to serve as a Class I directors for a term to expire at the Company’s 2022 Annual Meeting of Stockholders and until their successors are duly elected and qualified:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Kurt Graves	91,596,584	393,639	27,619,991
David I. Scheer	80,752,262	11,237,961	27,619,991
Frank Verwiel, M.D.	53,022,811	38,967,412	27,619,991

(2) The compensation of the Company’s named executive officers was approved on a non-binding advisory basis:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
90,411,407	1,314,781	264,035	27,619,991

(3) The Company’s stockholders approved an amendment to the Company’s amended and restated certificate of incorporation to increase the number of shares of common stock, par value \$0.001 per share, authorized for issuance from 200,000,000 to 300,000,000:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
105,561,354	13,148,831	900,029

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(4) The selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
118,614,568	355,125	640,521

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3.1 [Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Achillion Pharmaceuticals, Inc.](#)

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**SIGNATURE**

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

Date: June 3, 2019

ACHILLION PHARMACEUTICALS, INC.

By: /s/ Brian Di Donato  
Brian Di Donato  
Chief Financial Officer

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ACHILLION PHARMACEUTICALS, INC.  
Pursuant to Section 242  
of the General Corporation Law of  
the State of Delaware**

Achillion Pharmaceuticals, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

1. The amendment to the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate") was duly adopted, pursuant to 242 of the General Corporation Law, and was approved by holders of a majority of the outstanding stock of the Corporation entitled to vote thereon at the 2019 Annual Meeting of Stockholders of the Corporation held on May 30, 2019.

2. Article IV of the Certificate is amended by deleting the first sentence and replacing it with the following:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 305,000,000 shares, consisting of (i) 300,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock")."

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**IN WITNESS WHEREOF**, this Certificate of Amendment of Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 30th day of May, 2019.

ACHILLION PHARMACEUTICALS, INC.

By: /s/ Joseph Truitt

Name: Joseph Truitt

Title: President