

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Imprimis Pharmaceuticals, Inc.

**Form: 8-K**

**Date Filed: 2018-07-02**

Corporate Issuer CIK: 1360214

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**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 28, 2018**

**IMPRIMIS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-35814**  
(Commission  
File Number)

**45-0567010**  
(IRS Employer  
Identification No.)

**12264 El Camino Real, Suite 350**  
**San Diego, CA**  
(Address of principal executive offices)

**92130**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 704-4040**

**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:

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

On July 2, 2018, Imprimis Pharmaceuticals, Inc. (the "Company") filed an amendment to its Amended and Restated Certificate of Incorporation that reduced the number of the Company's authorized shares of common stock from 90,000,000 shares to 55,000,000 shares.

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

On June 28, 2018, the Company held its 2018 Annual Meeting of Stockholders (the "Annual Meeting") at the Rancho Santa Fe Inn, 5951 Linea Del Cielo, Rancho Santa Fe, California 92067. The number of shares of common stock entitled to vote at the Annual Meeting was 20,879,736. The number of shares of common stock present or represented by valid proxy at the Annual Meeting was 11,485,289. All matters submitted to a binding vote of stockholders at the Annual Meeting were approved. The number of votes cast for and against, and the number of abstentions and broker non-votes with respect to the matters voted upon at the Annual Meeting, are set forth below:

*Proposal 1: Election of Directors*

Stockholders voted to elect to the Board of Directors the five (5) director nominees named in the accompanying proxy statement to serve until the 2019 annual meeting of stockholders and until their successors are duly elected and qualified. The results of the voting were:

| Directors            | For        | Withheld | Broker Non-Vote |
|----------------------|------------|----------|-----------------|
| Mark L. Baum         | 11,396,789 | 89,500   | -               |
| Robert J. Kammer     | 11,371,009 | 115,280  | -               |
| Richard L. Lindstrom | 11,401,472 | 84,817   | -               |
| Stephen G. Austin    | 11,396,113 | 90,176   | -               |
| Anthony J. Principi  | 11,227,825 | 258,464  | -               |

*Proposal 2: Ratification of Auditors*

Stockholders ratified the selection of KMJ Corbin and Company, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The results of the voting were:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 11,306,302 | 4,460   | 175,527 | -               |

*Proposal 3: To approve an amendment to the Company's Amended and Restated Certificate of Incorporation*

Stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to decrease the number of authorized shares of common stock from 90,000,000 to 55,000,000. The results of the voting were:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 11,328,790 | 153,794 | 3,705   | -               |

**Item 9.01. Financial Statements and Exhibits****(d) Exhibits**

3.1 [Amended and Restated Certificate of Incorporation, filed July 2, 2018](#)

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**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.

**Imprimis Pharmaceuticals, Inc.**

Date: July 2, 2018

By: /s/ Andrew R. Boll

Name: Andrew R. Boll

Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
IMPRIMIS PHARMACEUTICALS, INC.**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of Imprimis Pharmaceuticals, Inc. resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Amended and Restated Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

FOURTH:

A. The total number of shares of stock that the Corporation shall have authority to issue is Sixty Million (60,000,000). The classes and aggregate number of shares of each class which the Corporation shall have authority to issue are as follows:

1. Fifty-Five Million (55,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"); and
2. Five Million (5,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

B. The Corporation may issue any class of the Preferred Stock in any series. The Board of Directors shall have authority to establish and designate series, and to fix the number of shares included in each such series and the variations in the relative rights, preferences and limitations as between series, provided that, if the stated dividends and amounts payable on liquidation are not paid in full, the shares of all series of the same class shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. Shares of each such series when issued shall be designated to distinguish the shares of each series from shares of all other series.

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**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 2<sup>nd</sup> day of July, 2018.

By:     /s/ Andrew Boll      
          Authorized Officer  
Title:     Chief Financial Officer      
Name:     Andrew R. Boll    

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