

**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 4, 2020

Sarepta Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14895
(Commission File Number)

93-0797222
(IRS Employer
Identification No.)

**215 First Street
Suite 415
Cambridge, MA 02142**
(Address of principal executive offices, including zip code)

Registrant's Telephone Number, Including Area Code: (617) 274-4000

Not Applicable
(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))

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 \$0.0001 per share	SRPT	The Nasdaq Global 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.

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

On June 4, 2020, Sarepta Therapeutics, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted to approve an amendment (the “2018 Plan Amendment”) to the Company’s 2018 Equity Incentive Plan (the “2018 Plan”). The 2018 Plan Amendment increases the maximum aggregate number of shares of common stock that may be issued pursuant to awards granted under the 2018 Plan by 3,800,000 shares to 8,187,596 shares (plus the number of shares subject to outstanding awards under the Company’s Amended and Restated 2011 Equity Incentive Plan that expire or otherwise terminate without having been exercised in full or are forfeited to or repurchased by the Company (up to a maximum of 2,412,466 shares)). The foregoing summary of the 2018 Plan Amendment is qualified in its entirety by reference to the full text of the 2018 Plan Amendment, which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

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

On June 4, 2020, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Restated Certificate”), to increase the number of authorized shares of common stock from 99,000,000 to 198,000,000 shares. Subsequent to such approval, the Company filed, on June 4, 2020, with the Delaware Secretary of State a certificate of amendment to the Restated Certificate (the “Certificate of Amendment”), giving effect to the authorized share increase. The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached as Exhibit 3.1 hereto and is incorporated herein by reference.

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

The following is a brief description of each proposal voted upon at the Annual Meeting and the final voting results for each such proposal. As of the record date for the Annual Meeting, April 13, 2020, there were 77,960,621 shares of common stock outstanding and entitled to vote at the Annual Meeting. There were 69,155,589 shares of common stock entitled to vote at the Annual Meeting present online or represented by proxy, which represented 88.71% of the outstanding shares entitled to vote at the Annual Meeting, and which constituted a quorum for the transaction of business.

Proposal 1: Election of Directors

The director nominees listed below were elected to serve on the Company’s board of directors as members of Class I for a term of two years. The results of the vote were as follows:

Name of Nominee	For	Against	Abstain	Broker Non-Votes
Douglas S. Ingram	59,956,959	376,057	28,242	8,794,331
Hans Wigzell, M.D., Ph.D.	58,121,409	2,210,231	29,618	8,794,331
Mary Ann Gray, Ph.D.	58,820,622	1,516,836	23,800	8,794,331

Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation

The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers for 2019. The results of the advisory vote were as follows:

For	Against	Abstain	Broker Non-Votes
58,376,530	1,907,977	76,751	8,794,331

Proposal 3: Restated Certificate Amendment

The stockholders approved the Certificate of Amendment. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
58,095,982	2,209,886	55,390	8,794,331

Proposal 4: Amendment to the Company’s 2018 Equity Incentive Plan

The stockholders approved the 2018 Plan Amendment. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
45,013,683	15,283,498	64,077	8,794,331

Proposal 5: Ratification of KPMG as the Company’s Independent Registered Public Accounting Firm

The stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2020. The results of the vote were as follows:

For	Against	Abstain
68,568,273	491,672	95,644

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Sarepta Therapeutics, Inc.
10.1	Amendment No. 1 to the Sarepta Therapeutics, Inc. 2018 Equity Incentive Plan
104	The cover page from this Current Report on Form 8-K of Sarepta Therapeutics, Inc., formatted in Inline XBRL and included as Exhibit 101

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 thereunto duly authorized.

Sarepta Therapeutics, Inc.

Date: June 8, 2020

By: /s/ Douglas S. Ingram

Douglas S. Ingram

President and Chief Executive Officer

CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF SAREPTA THERAPEUTICS, INC.

Sarepta Therapeutics, Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “*DGCL*”), **DOES HEREBY CERTIFY**:

FIRST: The name of the Corporation is Sarepta Therapeutics, Inc. The original Certificate of Incorporation was filed with the Secretary of State of Delaware on June 5, 2013. The Certificate of Incorporation was Amended and Restated on June 6, 2013 and was amended on June 30, 2015.

SECOND: Paragraph A of Article IV of the Certificate of Incorporation is hereby amended in its entirety to read as follows:

“This Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares that the Corporation is authorized to issue is Two Hundred One Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (201,333,333) shares, consisting of One Hundred Ninety-Eight Million (198,000,000) shares which shall be Common Stock and Three Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (3,333,333) shares which shall be Preferred Stock. The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share.”

THIRD: That, pursuant to resolution of the Corporation’s board of directors, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of this Certificate of Amendment.

FOURTH: This Certificate of Amendment was duly adopted by the directors and stockholders of the Corporation in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by the authorized officer below as of the date hereof.

By: /s/ David Tyrone Howton, Jr.
Name: David Tyrone Howton, Jr.
Title: Executive Vice President, General
Counsel and Corporate Secretary

Signed: June 4, 2020

**AMENDMENT NO. 1
TO THE
SAREPTA THERAPEUTICS, INC.
2018 EQUITY INCENTIVE PLAN**

WHEREAS, Sarepta Therapeutics, Inc. (the “Company”) previously adopted and approved the 2018 Equity Incentive Plan (the “Plan”);

WHEREAS, pursuant to Section 20 of the Plan, the “Administrator” (defined under the Plan as the Board of Directors of the Company (the “Board”) or any of its committees) may amend the Plan from time to time subject to Company stockholder approval; and

WHEREAS, the Board, as Administrator, has determined that it is in the best interests of the Company and its stockholders to amend the Plan to increase the number of authorized shares under the Plan by 3,800,000 shares of common stock of the Company, as authorized under the Plan.

NOW, THEREFORE, subject to the approval of the Company’s stockholders at the Company’s annual meeting on June 4, 2020, the Plan hereby is amended, effective April 3, 2020, the date of approval by the Board, as follows:

1. Section 3(a) of the Plan, entitled “Stock Subject to Plan,” shall be replaced in its entirety by the following:

“(a) Stock Subject to the Plan. Subject to adjustment pursuant to Section 15(a) of the Plan, the maximum aggregate number of Shares that may be subject to Awards and sold under the Plan is 8,187,596 Shares, which reflects (i) 3,800,000 new Shares subject to the First Amendment to the Plan; (ii) 2,900,000 Shares approved by stockholders on June 6, 2018; and (iii) 1,487,596 Shares, which was the maximum number of Shares available under the Amended and Restated 2011 Equity Incentive Plan (the “2011 Plan”) as of April 11, 2018, plus the number of Shares subject to outstanding awards under the 2011 Plan that expire or otherwise terminate without having been exercised in full, or are forfeited to or repurchased by us, up to a maximum of 2,412,466 Shares; provided, however, that such aggregate number of Shares available for issuance under the Plan shall be reduced by 1.41 shares for each Share delivered in settlement of any Full Value Award and, provided further, that no more than 6,700,000 Shares may be issued upon the exercise of Incentive Stock Options. The Shares may be authorized, but unissued, or reacquired Common Stock.”

Except as modified herein, the Plan is hereby specifically ratified and affirmed.

Approved by the Board on April 3, 2020.