
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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 2, 2015

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)

(617) 274-4000
(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 (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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 13, 2015, the Board of Directors (the “Board”) of Sarepta Therapeutics, Inc. (the “Company”) approved the adoption of an amendment to the Amended and Restated 2011 Equity Incentive Plan (the “Restated Plan”), subject to stockholder approval, to increase the number of authorized shares that can be awarded to our employees, consultants and advisors under the Restated Plan by 1,700,000 shares to 6,236,903 shares, plus the number of shares subject to outstanding awards under the 2002 Equity Incentive 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 514,161 shares. As announced in the Company’s Current Report on Form 8-K filed on June 3, 2015, at the 2015 Annual Meeting on June 2, 2015, the Company’s stockholders approved the amendment to the Restated Plan. A copy of the amendment to the Restated Plan is filed as exhibit 10.1 to this Form 8-K.

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

On April 13, 2015, the Board approved the adoption of and declared advisable to the Company and its stockholders, subject to stockholder approval, an amendment to our Amended and Restated Certificate of Incorporation (the “Restated Certificate”) to increase the number of authorized shares of common stock, from 50,000,000 to 99,000,000 shares with a par value of \$0.0001 per share. As announced in the Company’s Current Report on Form 8-K filed on June 29, 2015, at the 2015 Annual Meeting, which was reconvened on June 23, 2015, the Company’s stockholders approved this amendment to the Restated Certificate. The amendment became effective on June 30, 2015. A copy of the amendment to the Restated Certificate is filed as exhibit 3.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibits are furnished as part of this report.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to the Amended and Restated Certificate of Incorporation of Sarepta Therapeutics, Inc.
10.1	Amendment to the Amended and Restated Sarepta Therapeutics, Inc. 2011 Equity Incentive Plan.

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.

Sarepta Therapeutics, Inc.

By: /s/ Edward Kaye

Edward Kaye
Interim Chief Executive Officer, Senior
Vice President and Chief Medical Officer

Date: June 30, 2015

CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SAREPTA THERAPUETICS, INC.

Sarepta Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Sarepta Therapeutics, Inc. (hereinafter called the "Corporation"). The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 5, 2013. An Amended and Restated Certificate of Incorporation was filed on June 6, 2013.

2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Paragraph A. of Article IV and by substituting the following in lieu thereof:

"A. 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 One Hundred Two Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (102,333,333) shares, consisting of Ninety-Nine Million (99,000,000) 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."

3. The amendment of the Amended and Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on June 30, 2015

/s/ Edward Kaye
Edward Kaye
Interim Chief Executive Officer, Senior Vice President and
Chief Medical Officer

AMENDMENT TO THE AMENDED AND RESTATED SAREPTA THERAPEUTICS, INC. 2011 EQUITY INCENTIVE PLAN

AMENDMENT NO. 1
TO THE
SAREPTA THERAPEUTICS, INC.
AMENDED AND RESTATED 2011 INCENTIVE PLAN

WHEREAS, the Board of Directors (the “Board”) of Sarepta Therapeutics, Inc. (the “Company”) and the stockholders of the Company (the “Shareholders”) previously adopted and approved the Sarepta Therapeutics, Inc. 2011 Amended and Restated Equity Incentive Plan (as amended and/or restated, the “Plan”); and

WHEREAS, the Board has determined that it is in the best interests of the Company to amend the Plan, subject to approval by the Shareholders, to increase the number of authorized shares under the Plan by 1,700,000 shares of common stock of the Company is authorized under the Plan;

NOW, THEREFORE, the Plan hereby is amended, effective on the date of approval by the Board, as follows:

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

“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 6,236,903 Shares, plus the number of shares subject to outstanding awards under the 2002 Equity Incentive Plan (the “2002 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 514,161 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 5,000,000 shares may be issued upon the exercise of Incentive Stock Options.”

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

This Amendment No. 1 to the Plan is adopted by the Board effective as of the date of approval by shareholders at the 2015 Annual Meeting.