

CORNERSTONE THERAPEUTICS INC
Form 8-K
May 24, 2012

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): May 22, 2012

Cornerstone Therapeutics Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50767
(Commission
File Number)

04-3523569
(IRS Employer
Identification No.)

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1255 Crescent Green Drive, Suite 250, Cary, NC

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (919) 678-6611

27518

(Zip Code)

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))

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

On May 22, 2012, the Company held its 2012 Annual Meeting of Stockholders to (i) elect nine members to the Board of Directors to serve as directors until the sooner of the election and qualification of their successors or the next annual meeting of stockholders and (ii) ratify the selection by the Audit Committee of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. For more information about the foregoing matters, see the Company's proxy statement filed with the Securities and Exchange Commission, or SEC, on April 23, 2012.

As of March 30, 2012, the record date for the Annual Meeting, there were 26,043,294 shares of common stock issued, outstanding and entitled to vote. At the Annual Meeting, 23,136,761 shares of common stock were represented in person or by proxy, constituting a quorum. The certified results of the matters voted on at the Annual Meeting are set forth below.

Proposal No. 1 Election of Nine Directors.

| Nominee | For | Withheld | Broker Non-Vote |
|----------------------|------------|-----------|-----------------|
| Craig A. Collard | 16,453,111 | 1,608,848 | 5,074,802 |
| Alessandro Chiesi | 16,352,240 | 1,709,719 | 5,074,802 |
| Christopher Codeanne | 17,901,683 | 160,276 | 5,074,802 |
| Michael Enright | 17,901,603 | 160,356 | 5,074,802 |
| Anton Giorgio Failla | 16,352,290 | 1,709,669 | 5,074,802 |
| James Harper | 17,910,330 | 151,629 | 5,074,802 |
| Michael Heffernan | 17,910,100 | 151,859 | 5,074,802 |
| Robert M. Stephan | 16,335,496 | 1,726,463 | 5,074,802 |
| Marco Vecchia | 16,352,240 | 1,709,719 | 5,074,802 |

All director nominees were duly elected.

Proposal No. 2 Ratification of the selection by the Audit Committee of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

| For | Against | Abstain |
|------------|---------|---------|
| 23,123,745 | 9,041 | 3,975 |

This proposal was approved.

SIGNATURE

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.

CORNERSTONE THERAPEUTICS INC.

Date: May 24, 2012

By: /s/ Andrew K. W. Powell
Andrew K. W. Powell
Executive Vice President, General Counsel and Secretary