

DUSA PHARMACEUTICALS INC  
Form 8-K  
June 15, 2012

**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 14, 2012

**DUSA PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction

of incorporation)

001-31533  
(Commission

File Number)

22-3103129  
(IRS Employer

Identification Number)

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**25 Upton Drive**

**Wilmington, Massachusetts 01887**

**(Address of principal executive offices, including ZIP code)**

**(978) 657-7500**

**(Registrant's telephone number, including area code)**

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 Securities 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**

(a) The Registrant held its Annual Meeting of Shareholders on June 14, 2012.

(b) Proxies for the Annual Meeting of Shareholders were solicited pursuant to Regulation 14A of the Exchange Act; there was no solicitation in opposition to management's nominees for directors as listed in the Proxy Statement and all such nominees were elected. The final results of the voting for eight directors for a term until the 2013 Annual Meeting of Shareholders are set forth below:

**Proposal No. 1 Election of Directors**

|                      | <b>Votes For</b> | <b>Withheld</b> | <b>Broker non-votes</b> |
|----------------------|------------------|-----------------|-------------------------|
| Alfred Altomari      | 15,627,321       | 330,168         | 5,777,573               |
| David M. Bartash     | 15,593,290       | 364,199         | 5,777,573               |
| Alexander W. Casdin  | 15,599,912       | 357,577         | 5,777,573               |
| Robert F. Doman      | 15,593,918       | 363,571         | 5,777,573               |
| Jay M. Haft, Esq.    | 15,589,684       | 367,805         | 5,777,573               |
| Paul J. Hondros      | 15,627,529       | 329,960         | 5,777,573               |
| Magnus Moliteus      | 15,595,806       | 361,683         | 5,777,573               |
| David M. Wurzer, CPA | 15,626,149       | 331,340         | 5,777,573               |

Described below are the other matters voted upon at the Annual Meeting of Shareholders and the final number of affirmative votes, negative votes, abstentions, broker non-votes and preference related to the non-binding advisory vote.

**Proposal No. 2 Ratification of the Selection of Independent Registered Public Accounting Firm Ratified**

Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Registrant for the fiscal year ending December 31, 2012.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 21,596,105       | 106,440              | 32,517             | 0                       |

**Proposal No. 3 To conduct a Say-on-Pay advisory vote on the approval of executive compensation Approved**

The shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 15,386,168       | 528,540              | 42,781             | 5,777,573               |

**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.

DUSA PHARMACEUTICALS, INC.

Dated: June 15, 2012

By: /s/ Robert F. Doman  
Robert F. Doman, President and Chief Executive Officer