

PROGENICS PHARMACEUTICALS INC
Form 8-K
June 13, 2011

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 8, 2011

Progenics Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction
of incorporation)

000-23143
(Commission
File Number)

13-3379479
(IRS Employer
Identification No.)

777 Old Saw Mill River Road, Tarrytown, New York
(Address of principal executive offices)

10591
(Zip Code)

Registrant's telephone number, including area code (914) 789-2800

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))

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

(e) On June 8, 2011, Mark R. Baker, Chief Executive Officer of Progenics Pharmaceuticals, Inc. (Nasdaq: PGNX), was awarded 200,000 options under the Company's 2005 Stock Incentive Plan in recognition of his appointment as CEO earlier this year. The options vest in equal annual installments over four years and are exercisable at the closing price of the Company's common stock on the date of grant.

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

Progenics held its 2011 Annual Meeting of Stockholders on June 8, 2011. At the Meeting stockholders voted on (i) the election of directors; (ii) an advisory vote on the compensation of the Company's named executive officers, (iii) an advisory stockholder indication of preferred frequency of executive compensation advisory votes, (iv) amendment of the Company's charter to increase the number of authorized common shares from 40 million to 80 million, (v) amendment of the 2005 Stock Incentive Plan to increase the number of common shares available for issuance from 5,450,000 to 7,450,000, and (vi) ratification of the Board of Directors' selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011. The number of votes cast for and against or withheld, and abstentions and broker non-votes with respect to each matter are set forth below.

| | For | Against | Withheld | Broker Non-Votes |
|----------------------------------|------------|---------|-----------|------------------|
| 1. Election of Directors | | | | 5,648,900 |
| Charles A. Baker | 21,684,548 | 0 | 3,026,879 | |
| Mark R. Baker | 24,534,928 | 0 | 176,499 | |
| Kurt W. Briner | 24,571,938 | 0 | 139,489 | |
| Peter J. Crowley | 23,547,868 | 0 | 1,163,559 | |
| Mark F. Dalton | 23,539,350 | 0 | 1,172,077 | |
| Stephen P. Goff, Ph.D. | 21,183,027 | 0 | 3,528,400 | |
| Paul J. Maddon, M.D., Ph.D. | 24,459,714 | 0 | 251,713 | |
| David A. Scheinberg, M.D., Ph.D. | 24,536,736 | 0 | 174,691 | |
| Nicole S. Williams | 24,589,792 | 0 | 121,635 | |

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|-----------|---------|------------------|
| 2. Advisory vote on compensation of named executive officers | 23,442,422 | 1,262,442 | 6,563 | 5,648,900 |

| | 3 Years | 2 Years | 1 Year | Abstain |
|--|-----------|---------|------------|---------|
| 3. Advisory indication of preferred frequency of executive compensation advisory votes | 9,754,166 | 724,221 | 14,206,123 | 26,917 |

| | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| 4. Charter amendment | 27,728,560 | 2,618,111 | 13,656 | 0 |
| | 22,775,269 | 1,935,008 | 1,150 | 5,648,900 |

5. Stock Incentive Plan
amendment

| | | | | |
|---|------------|--------|-------|---|
| 6. Ratification of selection of PricewaterhouseCoopers LLP | 30,314,121 | 43,333 | 2,873 | 0 |
|---|------------|--------|-------|---|

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.

PROGENICS PHARMACEUTICALS, INC.

By: /s/ ROBERT A. MCKINNEY

Robert A. McKinney

Chief Financial Officer, Senior Vice President,

Finance & Operations and Treasurer

Date: June 13, 2011