

**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 12, 2018**

**Supernus Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
Incorporation)

**001-35518**

(Commission File Number)

**20-2590184**

(IRS Employer Identification No.)

**1550 East Gude Drive, Rockville, Maryland**

(Address of principal executive offices)

**20850**

(Zip Code)

Registrant's telephone number, including area code: **(301) 838-2500**

**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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Act of 1934 (17 CFR §240.12b-2).

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

On June 12, 2018, Supernus Pharmaceuticals, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). The definitive proxy statement pertaining to the Annual Meeting was previously filed by the Company with the Securities and Exchange Commission on April 27, 2018. As of the close of business on April 13, 2018, there were 51,774,326 shares of common stock outstanding and entitled to vote. The tabulation of votes for each proposal voted on by the stockholders was as follows:

Proposal 1: Election of Class III Directors, each to serve until the Annual Meeting of the Company in 2021.

| <u>Name</u>            | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|------------------|-----------------------|-------------------------|
| Georges Gemayel, Ph.D. | 39,359,588       | 3,856,013             | 4,535,569               |
| John M. Siebert, Ph.D. | 41,216,444       | 1,999,157             | 4,535,569               |

Proposal 2: Ratification of the appointment of KPMG LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2018.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
| 47,619,182       | 107,060              | 24,928         | 0                       |

Proposal 3: To approve, on a non-binding basis, the compensation paid to our named executive officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 42,191,039       | 918,823              | 105,739        | 4,535,569               |

Proposal 4: To act upon a proposal to amend and restate the Supernus Pharmaceuticals, Inc. 2012 Equity Incentive Plan to make certain technical and administrative changes.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 41,209,799       | 1,980,644            | 25,158         | 4,535,569               |

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### 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.

SUPERNUS PHARMACEUTICALS, INC.

DATED: June 13, 2018

By: /s/ Jack A. Khattar

Jack A. Khattar

President, Chief Executive Officer and Secretary

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