

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 6, 2024

IONIS PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-19125

(Commission File No.)

33-0336973

(IRS Employer Identification No.)

2855 Gazelle Court

Carlsbad, CA 92010

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (760) 931-9200

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, \$.001 Par Value	"IONS"	The Nasdaq Stock Market, LLC

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

Emerging growth company

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.**

Ionis Pharmaceuticals, Inc. (the “*Company*”) held its virtual Annual Meeting of Stockholders on June 6, 2024. The stockholders considered four proposals, each of which is described in more detail in the Company’s definitive proxy statement dated April 25, 2024.

**Proposal 1:** Election of directors to hold office until the 2027 Annual Meeting:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Brett P. Monia	120,462,201	2,850,850	157,065	10,132,983
Michael Yang	109,136,314	14,191,316	142,486	10,132,983

The Company’s stockholders elected the foregoing candidates by affirmative votes by a majority of the votes cast in the election with respect to each nominee.

**Proposal 2:** An advisory vote on the compensation paid to the Company’s executive officers, including the following resolution:

**“RESOLVED, that Ionis’ stockholders approve, on an advisory (nonbinding) basis, the compensation of the named executive officers, as disclosed in this Proxy Statement for the 2024 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission.”**

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
	118,899,475	4,228,901	341,740	10,132,983

The Company’s stockholders approved the foregoing proposal.

**Proposal 3:** Approval of an amendment of the Ionis Pharmaceuticals, Inc. 2011 Equity Incentive Plan to increase the aggregate number of shares of common stock authorized for issuance under such plan by 3,300,000 shares to an aggregate of 38,500,000 shares and to prohibit certain share recycling on full value awards:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
	96,453,407	26,912,642	104,067	10,132,983

The Company’s stockholders approved the foregoing proposal.

**Proposal 4:** Ratify the Audit Committee’s selection of Ernst & Young LLP as independent auditors for the 2024 fiscal year:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
	129,900,428	3,455,435	247,236	0

The Company’s stockholders approved the foregoing proposal.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**IONIS PHARMACEUTICALS, INC.**

Dated: June 10, 2024

By: /s/ Patrick R. O'Neil

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**PATRICK R. O'NEIL**

Executive Vice President, Chief Legal Officer and General Counsel

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