

LIGAND PHARMACEUTICALS INC  
Form 8-K/A  
September 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

**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 1, 2011

**LIGAND PHARMACEUTICALS INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**001-33093**  
(Commission  
File Number)

**77-0160744**  
(I.R.S. Employer  
Identification No.)

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**11085 North Torrey Pines Road, Suite 300, La Jolla, California, 92037**

**(Address of Principal Executive Offices) (Zip Code)**

**(858) 550-7500**

**(Registrant's Telephone Number, Including Area Code)**

**N/A**

**(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.**

This Current Report on Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on June 3, 2011 by Ligand Pharmaceuticals Incorporated (the Company) in order to update information disclosed under Item 5.07 Submission of Matters to a Vote of Security Holders regarding the results of voting at the Company's annual meeting of stockholders held on June 1, 2011 (the 2011 Annual Meeting).

At the 2011 Annual Meeting, the Company's stockholders voted on, among other matters, a proposal regarding the frequency of future stockholder advisory votes on the compensation of the Company's named executive officers or future say-on-pay votes. As previously reported by the Company, a majority of the votes cast on the frequency proposal were cast in favor of holding the say-on-pay vote on an annual basis.

In consideration of the stockholder vote at the 2011 Annual Meeting on the frequency proposal, the Company's Board of Directors decided that the Company will hold an advisory say-on-pay vote on an annual basis until the next stockholder vote on the frequency of say-on-pay votes, which will be no later than the Company's annual meeting of stockholders in 2017.

**SIGNATURES**

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

LIGAND PHARMACEUTICALS INCORPORATED

Date: September 28, 2011

By: /s/ CHARLES S. BERKMAN  
Name: **Charles S. Berkman**  
Title: **Vice President, General Counsel and Secretary**