

Alkermes plc.  
Form 8-K  
May 28, 2014

**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): **May 28, 2014**

**ALKERMES PUBLIC LIMITED COMPANY**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-35299**  
(Commission  
File Number)

**98-1007018**  
(IRS Employer  
Identification No.)

**Connaught House, 1 Burlington Road**  
**Dublin 4, Ireland**  
(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code): **+ 353-1-772-8000**

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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 28, 2014, the shareholders of Alkermes plc (the Company) approved the Alkermes plc 2011 Stock Option and Incentive Plan, as amended (2011 Plan). This shareholder approval served to ratify the performance measures set forth in the 2011 Plan and to increase the number of shares authorized for issuance under the 2011 Plan by 3,600,000. A copy of the 2011 Plan is attached as Exhibit 10.1 to this Current Report on Form 8-K.

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

On May 28, 2014, the Company held its Annual General Meeting of Shareholders. The final voting results for this meeting are as follows:

1. Shareholders elected Paul J. Mitchell as a Class III director to serve for a three-year term expiring at the Company's Annual General Meeting of Shareholders in 2017 and until his respective successor is elected and shall qualify, with the votes cast as follows: 108,673,386 votes for; 19,854,454 votes against; 227,256 votes abstaining; 8,487,413 broker non-votes.

Shareholders elected Richard F. Pops as a Class III director to serve for a three-year term expiring at the Company's Annual General Meeting of Shareholders in 2017 and until his respective successor is elected and shall qualify, with the votes cast as follows: 120,422,165 votes for; 7,952,480 votes against; 380,451 votes abstaining; 8,487,413 broker non-votes.

2. Shareholders approved the compensation paid to the Company's named executive officers (in the form of a non-binding, advisory vote), with the votes cast as follows: 118,490,661 votes for; 10,039,769 votes against; 224,666 votes abstaining; 8,487,413 broker non-votes.

3. Shareholders approved the resolution authorizing the 2015 Annual General Meeting of Shareholders of the Company to be held at a location outside of Ireland, with the votes cast as follows: 128,525,973 votes for; 26,886 votes against; 202,236 votes abstaining; 8,487,414 broker non-votes.

4. Shareholders approved the appointment of PricewaterhouseCoopers LLP as the independent auditors of the Company and authorized the Audit and Risk Committee of the Board of Directors to set the auditor's remuneration, with the votes cast as follows: 136,593,164 votes for; 342,216 votes against; 307,129 votes abstaining.

5. Shareholders approved the 2011 Plan, as amended, with the votes cast as follows: 92,852,078 votes for; 35,659,524 votes against; 243,494 votes abstaining; 8,487,413 broker non-votes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                             |
|------------------------|----------------------------------------------------------------|
| 10.1                   | Alkermes plc 2011 Stock Option and Incentive Plan, as amended. |

**SIGNATURE**

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.

**ALKERMES PLC**

Date: May 28, 2014

BY:

*/s/ James M. Frates*

James M. Frates

Senior Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)