

ZIOPHARM ONCOLOGY INC  
Form 8-K  
June 19, 2015

**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 17, 2015**

**ZIOPHARM Oncology, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

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

**001-33038**  
**(Commission**  
  
**File Number)**

**84-1475672**  
**(IRS Employer**  
  
**Identification No.)**

**One First Avenue, Parris Building 34, Navy Yard Plaza**

**Boston, Massachusetts**  
**(Address of Principal Executive Offices)**

**(617) 259-1970**

**02129**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K 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.**

ZIOPHARM Oncology, Inc., or the Company, held its annual meeting of stockholders on June 17, 2015, at which all proposals brought before the meeting and requiring approval were approved by the requisite vote. The votes with respect to each proposal are set forth below.

(i) The stockholders elected five directors to serve as members of the Company's board of directors until the next annual meeting of the stockholders. The stockholders present in person or by proxy cast the following numbers of votes in connection with the election of directors, resulting in the election of all director nominees:

| Nominee                        | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------------------|------------|----------------|------------------|
| Sir Murray Brennan, M.D., GNZM | 49,892,156 | 725,333        | 48,906,938       |
| James A. Cannon                | 50,095,710 | 521,779        | 48,906,938       |
| Senator Wyche Fowler, Jr.      | 49,890,410 | 727,079        | 48,906,938       |
| Randal J. Kirk                 | 49,898,701 | 718,788        | 48,906,938       |
| Michael Weiser, M.D., Ph.D.    | 50,108,280 | 509,209        | 48,906,938       |

(ii) The stockholders ratified the appointment of McGladrey LLP as the independent registered public accounting firm of the Company for 2015. There were 99,140,197 votes cast for the proposal; 246,223 votes were cast against the proposal; 138,007 votes abstained; and there were no broker non-votes.

(iii) The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the 2015 annual meeting. There were 49,285,721 votes cast for the proposal; 873,763 votes were cast against the proposal; 458,005 votes abstained; and there were 48,906,938 broker non-votes.

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.

ZIOPHARM Oncology, Inc.

By: /s/ Kevin G. Lafond

Name: Kevin G. Lafond

Vice President, Chief Accounting Officer and

Title: Treasurer

Date: June 19, 2015