

NOVADEL PHARMA INC  
Form 8-K  
June 10, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 10, 2010**

**NOVADEL PHARMA INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-32177**  
(Commission File No.)

**22-2407152**  
(I.R.S. Employer  
Identification No.)

**1200 Route 22 East, Suite 2000**  
**Bridgewater, NJ 08807**  
(Address of principal executive offices) (Zip Code)

**(908) 203-4640**  
(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 (*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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Stockholders (the Annual Meeting ) of NovaDel Pharma Inc., a Delaware corporation (the Company ), was held at Morgan Lewis & Bockius LLP, 502 Carnegie Center, Princeton, New Jersey 08540, on Thursday, June 10, 2010 at 9:00 a.m. At the Annual Meeting, the following matters were submitted to a vote of stockholders:

the election of four Directors to our Board of Directors to serve until the next Annual Meeting of Stockholders or until their successors have been duly elected or appointed and qualified;

the approval of the amendment and restatement of the Company s 2006 Equity Incentive Plan to, among other things, increase the number of shares of common stock reserved for issuance thereunder from 6,000,000 to 16,000,000; and

the ratification of the selection of J.H. Cohn LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010.

At the close of business on April 16, 2010, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 98,383,458 shares of the Company s Common Stock issued and outstanding, and entitled to vote at the Annual Meeting. The holders of 78,032,603 shares of the Company s Common Stock were represented in person or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, all of the Directors were reelected and all other proposals submitted to stockholders were approved.

The vote with respect to the election of the Directors was as follows:

|                  | FOR        | WITHHELD | BROKER<br>NON-VOTES |
|------------------|------------|----------|---------------------|
| Mark J. Baric    | 41,457,313 | 696,874  | 35,878,416          |
| Thomas E. Bonney | 41,508,256 | 645,931  | 35,878,416          |
| Charles Nemeroff | 41,766,093 | 388,094  | 35,878,416          |
| Steven B. Ratoff | 41,412,917 | 741,270  | 35,878,416          |

The vote with respect to the amendment and restatement of the Company s 2006 Equity Incentive Plan was as follows:

| FOR        | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|------------|-----------|---------|---------------------|
| 38,922,925 | 3,149,266 | 81,996  | 35,878,416          |

The vote with respect to the ratification of the selection of J.H. Cohn LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010 was as follows:

| FOR        | AGAINST   | ABSTAIN   |
|------------|-----------|-----------|
| 75,447,184 | 1,326,399 | 1,259,020 |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

10.1 Amended and Restated 2006 Equity Incentive Plan.

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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.

**NovaDel Pharma Inc.**

By: /s/ STEVEN B. RATOFF

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Name: Steven B. Ratoff

Title: Chairman, President, Chief Executive Officer and Interim  
Chief Financial Officer

Date: June 10, 2010

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