

Mirati Therapeutics, Inc.  
Form 8-K  
May 18, 2018

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 16, 2018

Mirati Therapeutics, INC.  
(Exact name of registrant as specified in its charter)

Delaware                      001-35921                      46-2693615  
(State of incorporation) (Commission File No.) (IRS Employer Identification No.)

9393 Towne Centre Drive, Suite 200  
San Diego, California 92121  
(Address of principal executive offices and zip code)  
Registrant's telephone number, including area code: (858) 332-3410

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))

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

Emerging growth company ☐

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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.ý

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

Our 2018 Annual Meeting of Stockholders (the "Annual Meeting") was held on May 16, 2018. We had 29,024,859 shares of common stock outstanding and entitled to vote as of March 20, 2018, the record date for the Annual Meeting. At the Annual Meeting, 23,133,106 shares of common stock were present or represented by proxy.

At the Annual Meeting, stockholders:

(1) elected Charles M. Baum, M.D., Ph.D.; Bruce L.A. Carter, Ph.D.; Henry J. Fuchs, M.D.; Michael Grey; Craig Johnson; Rodney W. Lappe, Ph.D.; and Neil A. Reisman, CPA, J.D. as directors to hold office until the 2019 Annual Meeting of Stockholders; and

(2) ratified the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;

The following sets forth detailed information regarding the final results of the voting for the Annual Meeting:

Proposal 1. Election of Directors

Name	Votes For	Votes Withheld	Broker Non-Votes
Charles M. Baum, M.D., Ph.D.	19,377,098	5,255	3,750,753
Bruce L.A. Carter, Ph.D.	19,377,353	5,000	3,750,753
Henry J. Fuchs, M.D.	19,341,568	40,785	3,750,753
Michael Grey	19,373,644	8,709	3,750,753
Craig Johnson	19,326,771	55,582	3,750,753
Rodney W. Lappe, Ph.D.	19,322,712	59,641	3,750,753
Neil A. Reisman, CPA, J.D.	19,326,891	55,462	3,750,753

Proposal 2. Ratification of the selection of Independent Registered Public Accounting Firm

Votes For	Votes Against	Abstentions	Broker Non-Votes
22,876,463	256,643	—	—

**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.

Date: May 18, 2018 Mirati Therapeutics, Inc.

By: /s/ Jamie A. Donadio  
Jamie A. Donadio  
Senior Vice President and Chief Financial Officer