

VICAL INC  
Form 8-K  
June 08, 2006

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**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 2, 2006

**VICAL INCORPORATED**

(Exact name of registrant as specified in charter)

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

**000-21088**  
(Commission File  
Number)

**93-0948554**  
(I.R.S. Employer  
Identification No.)

**10390 Pacific Center Court**

**San Diego, California**  
(Address of principal executive offices)

**92121-4340**  
(Zip Code)

Registrant's telephone number, including area code: (858) 646-1100

**Not Applicable.**

(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)

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- “ 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 4.01 Change in Registrant's Certifying Accountant.**

On June 2, 2006, Vical Incorporated (the Company) dismissed Deloitte and Touche LLP (D&T) as its principal independent accountant. On the same date, the Company engaged Ernst & Young LLP (E&Y) to serve as its principal independent accountant for fiscal periods subsequent to the quarter ended March 31, 2006. The decision to dismiss D&T and to engage E&Y was approved by the Company's Audit Committee.

The audit reports of D&T on the financial statements of the Company as of and for the fiscal years ended December 31, 2005 and 2004 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. There were no reportable events under Item 304(a)(1)(v) of Regulation S-K that occurred within the Company's two most recent fiscal years and the subsequent interim period to June 2, 2006.

During the fiscal years ended December 31, 2005 and 2004, and the subsequent interim period to June 2, 2006, there were no disagreements with D&T on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to D&T's satisfaction, would have caused it to make reference to the subject matter of the disagreements in connection with its report.

A letter from D&T is attached as Exhibit 16.1 to this Form 8-K.

During the fiscal years ended December 31, 2005 and 2004, and the interim period between December 31, 2005 and March 31, 2006, neither the Company nor anyone acting on its behalf consulted with E&Y regarding the application of accounting principles to a specified transaction, either completed or proposed, the type of audit opinion that might be rendered on the Company's financial statements, or any matters or reportable events listed in Item 304(a)(2)(ii) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

9.01(c) Exhibits

<b>Exhibit No.</b>	<b>Item</b>
16.1	Letter from Deloitte & Touche LLP to the Securities and Exchange Commission dated June 6, 2006

3.

**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.

**VICAL INCORPORATED**

Date: June 7, 2006

By: /s/ JILL M. CHURCH  
Jill M. Church  
Vice President, Chief Financial Officer

and Secretary

4.

INDEX TO EXHIBITS

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5.