

PDL BIOPHARMA, INC.  
Form 8-K  
May 29, 2015

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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): May 28, 2015

**PDL BioPharma, Inc.**

(Exact name of Company as specified in its charter)

000-19756  
(Commission File Number)

Delaware  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation) 94-3023969

**932 Southwood Boulevard**  
**Incline Village, Nevada 89451**

(Address of principal executive offices, with zip code)

**(775) 832-8500**

(Company's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

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

On May 28, 2015, the Company held its 2015 Annual Meeting of Stockholders in Incline Village, Nevada. At the annual meeting, the Company's stockholders: (i) elected each of Jody Lindell and John McLaughlin to the Company's Board of Directors for a term of three years, (ii) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2015, (iii) approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement and (iv) approved the Company's Amended and Restated 2005 Equity Incentive Plan.

Represented in person or by proxy at the annual meeting were 126,496,679 shares of the Company's common stock, or 77.08% of the total number of shares outstanding as of the record date. The results of the matters submitted to a stockholder vote at the annual meeting were as follows.

1. Election of Directors:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Jody Lindell	87,662,686	4,215,109	34,618,884
John McLaughlin	89,122,858	2,754,937	34,618,884

2. Ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2015:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
124,870,432	860,555	765,692

3. Approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
88,539,033	2,510,248	828,514	34,618,884

4. Approve the Company's Amended and Restated 2005 Equity Incentive Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
88,479,683	2,498,753	899,359	34,618,884

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PDL BioPharma, inc.  
(Company)

By: /s/ Christopher Stone  
Christopher Stone  
Vice President, General Counsel and  
Secretary

Dated: May 29, 2015