HUMAN GENOME SCIENCES INC
Form 8-K/A
May 12, 2011

**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**
**FORM 8-K**
**FORM 8-K/A**
**(as to Item 5.02)**
**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 11, 2011**
**HUMAN GENOME SCIENCES, INC.**
(Exact name of registrant as specified in its charter)

| **Delaware** | **001-14169** | **22-3178468** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**14200 Shady Grove Road,**
**Rockville, Maryland** **20850-7464**

(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code: **(301) 309-8504**
(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Effective May 12, 2011, the Board of Directors of Human Genome Sciences, Inc. appointed Allan Baxter, Ph.D. as a director of the Company to fill the vacancy created by the retirement of Jürgen Drews, M.D. Dr. Baxter was not selected as a director pursuant to any arrangement or understanding with any other person. In connection with his appointment to the Board, and pursuant to the Company s Second Amended and Restated Stock Incentive Plan, the Company granted Dr. Baxter options to purchase 25,000 shares of the Company s common stock at a price of $27.51 per share. As a non-employee director, Dr. Baxter will receive compensation in accordance with the Company s non-employee director compensation practices, which are summarized in the Company s Definitive Proxy Statement on Schedule 14A under the heading Director Compensation, filed with the Securities and Exchange Commission on March 30, 2011. Dr. Baxter also entered into the Company s standard form of Indemnification Agreement, the form of which was filed as Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on July 22, 2010.

Effective May 12, 2011, the Board of Directors made the following Board committee appointments:

Audit Committee
Tuan Ha-Ngoc (chair)
Richard J. Danzig
Gregory Norden

Compensation Committee
Augustine Lawlor (chair)
Colin Goddard, Ph.D.
Argeris Karabelas, Ph.D.
John L. LaMattina, Ph.D.

Finance Committee
Argeris Karabelas, Ph.D. (chair)
Richard J. Danzig
Augustine Lawlor
John L. LaMattina, Ph.D.

Nominating and Governance Committee
Robert C. Young, M.D. (chair)
Allan Baxter, Ph.D.
Maxine Gowen, Ph.D.
George J. Morrow

(e) On May 11, 2011, at the annual meeting of stockholders, stockholders of the Company approved the Human Genome Sciences, Inc. Second Amended and Restated Stock Incentive Plan (the Plan ). All employees, officers and non-employee directors of the Company and its subsidiaries are eligible to receive awards under the Plan. Under the Plan, the Compensation Committee may grant stock options, stock appreciation rights, restricted or unrestricted stock awards, restricted stock units, performance awards and cash incentive awards. This description of the Plan is qualified in its entirety by reference to the actual Plan, which was filed as Appendix A to the Company s Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 30, 2011, and is hereby incorporated by reference.

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

On May 11, 2011, the Company held its annual meeting of stockholders. At this meeting, stockholders were requested to: (1) elect eleven directors; (2) ratify the appointment of the independent registered public accounting firm for fiscal year 2011; (3) approve the amendment of the Company s stock incentive plan; (4) vote, on an advisory basis, on executive compensation; and (5) vote, on an advisory basis, on the frequency of future advisory votes on executive compensation. The proposals are described in detail in the Company s proxy statement. The following actions were taken by the Company s stockholders with respect to each of the foregoing proposals:

1. The election of eleven directors. All of the nominees for director were elected. The table below sets forth the voting results for each director:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---|---|---|---|
| Richard J. Danzig | 142,643,999 | 2,128,904 | 26,288,523 |
| Colin Goddard, Ph.D. | 144,467,021 | 305,882 | 26,288,523 |
| Maxine Gowen, Ph.D. | 144,433,314 | 339,589 | 26,288,523 |
| Tuan Ha-Ngoc | 139,447,661 | 5,325,242 | 26,288,523 |
| A. N. Jerry Karabelas, Ph.D. | 141,194,134 | 3,578,769 | 26,288,523 |
| John L. LaMattina, Ph.D. | 141,227,563 | 3,545,340 | 26,288,523 |
| Augustine Lawlor | 139,498,968 | 5,273,935 | 26,288,523 |
| George J. Morrow | 144,418,464 | 354,439 | 26,288,523 |
| Gregory Norden | 144,475,343 | 297,560 | 26,288,523 |
| H. Thomas Watkins | 144,436,076 | 336,827 | 26,288,523 |
| Robert C. Young, M.D. | 138,568,183 | 6,204,720 | 26,288,523 |

2. Ratification of the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for fiscal year 2011. The voting results were as follows. There were no broker non-votes.

| For | Against | Abstain |
|---|---|---|
| 167,175,625 | 3,739,171 | 146,630 |

3. Approval of amendment of the Company s stock incentive plan. The voting results were as follows.

| For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|
| 88,905,554 | 55,609,241 | 258,108 | 26,288,523 |

4. Advisory vote on executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|---|---|---|---|
| 139,694,687 | 4,809,060 | 269,156 | 26,288,523 |

5. Advisory vote on the frequency of future advisory votes on executive compensation.

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|---|---|---|---|---|
| 100,327,182 | 649,121 | 43,586,519 | 210,081 | 26,288,523 |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10 Human Genome Sciences, Inc. Second Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A to the Company s Definitive Proxy Statement on Schedule 14A, filed on March 30, 2011).

SIGNATURES

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

HUMAN GENOME SCIENCES, INC.

By: /s/ James H. Davis, Ph.D.
Name: James H. Davis, Ph.D.
Title: Executive Vice President,
General Counsel and Secretary

Date: May 12, 2011

**INDEX TO EXHIBITS**

| **Exhibit No.** | **Description** |
|---|---|
| 10 | Human Genome Sciences, Inc. Second Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A to the Company s Definitive Proxy Statement on Schedule 14A, filed on March 30, 2011). |