
**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): **September 20, 2022**

Esperion Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35986
(Commission File Number)

26-1870780
(I.R.S. Employer
Identification No.)

3891 Ranchero Drive, Suite 150
Ann Arbor, MI
(Address of principal executive offices)

48108
(Zip Code)

Registrant's telephone number, including area code: **(734) 887-3903**

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)
- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	ESPR	NASDAQ Stock Market LLC

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

Emerging growth company

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.

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

Esperion Therapeutics, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”) on September 20, 2022. As of August 2, 2022, the record date for the Special Meeting, there were 66,551,580 outstanding shares of the Company’s common stock. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on August 18, 2022: (i) the approval of the ratification of the prior filing and effectiveness of the certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on May 26, 2022 and the increase in the number of shares of our authorized common stock, par value \$0.001 per share, effected thereby (“Proposal 1”), and (ii) the approval of an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Proposal 1 (“Proposal 2”).

The Company’s stockholders approved Proposal 1. The votes cast at the Special Meeting on Proposal 1 and the number of abstentions and broker non-votes with respect to Proposal 1 were as follows:

For	Against	Abstain	Broker Non-Votes
44,546,501	2,232,554	78,157	0

The Company’s stockholders approved Proposal 2. The votes cast at the Special Meeting on Proposal 2 and the number of abstentions and broker non-votes with respect to Proposal 2 were as follows:

For	Against	Abstain	Broker Non-Votes
43,316,500	3,468,696	72,016	0

No other matters were submitted to or voted on by the Company’s stockholders at the Special Meeting.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

Exhibit No.	Description
<u>3.1</u>	<u>Certificate of Validation dated September 20, 2022 relating to Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the registrant dated May 26, 2022 (filed herewith)</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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: September 20, 2022

Esperion Therapeutics, Inc.

By: /s/ Sheldon L. Koenig
Sheldon L. Koenig
President and Chief Executive Officer

CERTIFICATE OF VALIDATION

OF

CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

ESPERION THERAPEUTICS, INC.

Esperion Therapeutics, Inc., a Delaware corporation (the “*Corporation*”), does hereby certify that:

First: The defective corporate acts that are the subject of this Certificate of Validation are the amendment effected by, and the filing of, the Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the “*Certificate of Amendment*”) filed by the Corporation with the Office of the Secretary of State of the State of Delaware (the “*State Office*”) on May 26, 2022 (the “*Defective Corporate Acts*”).

Second: The nature of the failures of authorization in respect of the Defective Corporate Acts is that the amendment effected by, and the filing and effectiveness of, the Certificate of Amendment may not have been authorized and effected in manner consistent with the disclosures set forth in the Proxy Statement for the Corporation’s 2022 Annual Meeting of Stockholders and may be void or voidable.

Third: The Defective Corporate Acts were ratified in accordance with Section 204 of the DGCL. The Board of Directors of the Corporation approved the ratification of the Defective Corporate Acts on August 2, 2022, pursuant to duly adopted resolutions. The stockholders of the Corporation approved the ratification of the Defective Corporate Acts on September 20, 2022, pursuant to a vote of stockholders at a special meeting of stockholders held on the same date.

Fourth: The Certificate of Amendment, titled “Certificate of Amendment to Amended and Restated Certificate of Incorporation of Esperion Therapeutics, Inc.”, was previously filed with the State Office under Section 103 of the DGCL on May 26, 2022 in respect of the Defective Corporate Acts. No changes to the Certificate of Amendment are required to give effect to the Defective Corporate Acts in accordance with Section 204 of the DGCL.

Fifth: A copy of the Certificate of Amendment previously filed is attached as **Exhibit A** to this Certificate of Validation and incorporated herein by reference.

[Signature Page Follows]

In witness whereof, the undersigned has caused this Certificate of Validation to be signed by its duly authorized officer on the date set forth below.

ESPERION THERAPEUTICS, INC.

By: /s/ Sheldon L. Koenig
Sheldon L. Koenig
President and Chief Executive Officer

Date: September 20, 2022

EXHIBIT A

CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ESPERION THERAPEUTICS, INC.

(Pursuant to Section 242 of the Delaware General Corporation Law)

Esperion Therapeutics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the "DGCL"), does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the DGCL setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the DGCL. The resolution setting forth the amendment is as follows:

RESOLVED: That the first paragraph of Article FIVE of the Amended and Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

"The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred forty-five million (245,000,000), of which (i) two hundred forty million (240,000,000) shares shall be a class designated as common stock, par value \$0.001 per share (the "Common Stock"), and (ii) five million (5,000,000) shares shall be a class designated as undesignated preferred stock, par value \$0.001 per share (the "Undesignated Preferred Stock").

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by its duly authorized officer this 26th day of May, 2022.

ESPERION THERAPEUTICS, INC.

By: /s/ Sheldon L. Koenig
Name: Sheldon L. Koenig
Title: President and Chief Executive Officer