

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 07, 2023

Ultragenyx Pharmaceutical Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-36276  
(Commission File Number)

27-2546083  
(IRS Employer  
Identification No.)

60 Leveroni Court  
Novato, California  
(Address of Principal Executive Offices)

94949  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 415 483-8800

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	RARE	Nasdaq Global Select Market

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

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

As reported below, at its Annual Meeting of Stockholders (the “**Annual Meeting**”) on June 7, 2023, the stockholders of Ultragenyx Pharmaceutical Inc. (“**Ultragenyx**” or the “**Company**”) approved the 2023 Incentive Plan (the “**2023 Plan**”) and an amendment and restatement of its 2014 Employee Stock Purchase Plan (the “**A&R ESPP**”). The 2023 Plan and A&R ESPP are described in more detail in Ultragenyx’s 2023 Proxy Statement (“**Proxy Statement**”), filed with the Securities and Exchange Commission (the “**SEC**”) on April 24, 2023.

The foregoing description and the description incorporated by reference from the Proxy Statement are qualified in their entirety by reference to the 2023 Plan and the A&R ESPP, copies of which were filed, respectively, as Exhibits 4.4 and 4.5 to the Registration Statement on Form S-8 filed with the SEC on June 8, 2023 and is incorporated herein by reference.

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

On June 7, 2023, the Company held its Annual Meeting. As of the record date of April 17, 2023, 70,683,383 shares of the Company’s common stock were outstanding and entitled to vote at the Annual Meeting. A total of 65,011,934 shares of the Company’s common stock were represented in person or by proxy at the Annual Meeting.

**Proposal No. 1 – Election of Class I Directors**

At the Annual Meeting, the Company’s stockholders elected the Class I director nominees below to the Company’s Board of Directors to hold office until the 2026 Annual Meeting of Stockholders or until their successors are elected. The votes on Proposal 1 were as follows:

<u>Class I Director Nominees</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Emil D. Kakkis, M.D., Ph.D.	58,836,682	1,148,744	5,026,508
Shehnaaz Suliman, M.D.	55,707,622	4,277,804	5,026,508
Daniel G. Welch	52,266,359	7,719,067	5,026,508

**Proposal No. 2 – Approval of the 2023 Plan**

At the Annual Meeting, the Company’s stockholders approved the 2023 Plan. The votes on Proposal 2 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
41,971,776	18,008,590	5,060	5,026,508

**Proposal No. 3 – Approval of the A&R ESPP**

At the Annual Meeting, the Company’s stockholders approved the A&R ESPP. The votes on Proposal 3 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
59,717,345	262,515	5,566	5,026,508

**Proposal No. 4 – Ratification of Selection of Independent Registered Accounting Firm**

At the Annual Meeting, the Company’s stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2023. The votes on Proposal 4 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
63,986,340	934,903	90,691

**Proposal No. 5 – Advisory (Non-Binding) Vote to Approve Executive Compensation**

At the Annual Meeting, the Company’s stockholders voted, on an advisory basis, in favor of a resolution approving the compensation the Company pays to its “named executive officers” as described in the Proxy Statement. The votes on Proposal 5 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
56,684,278	3,204,523	96,625	5,026,508

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**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.

Ultragenyx Pharmaceutical Inc.

Date: June 13, 2023

By: /s/ Emil D. Kakkis

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Emil D. Kakkis, M.D., Ph.D.

President and Chief Executive Officer

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