

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 10, 2020**

TRACON Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-36818

34-2037594

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**4350 La Jolla Village Drive, Suite 800
San Diego, California**

92122

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (858) 550-0780

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 Securities Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	TCON	The 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 (§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 5.07 Submission of Matters to a Vote of Security Holders.

On June 10, 2020, TRACON Pharmaceuticals, Inc. (the “Company”) held its Annual Meeting of Stockholders at its corporate headquarters located at 4350 La Jolla Village Drive, Suite 800, San Diego, California 92122 at 8:00 a.m. pacific time (the “2020 Annual Meeting”). The Company had 5,497,938 shares of common stock outstanding and entitled to vote as of April 20, 2020, the record date for the 2020 Annual Meeting. At the 2020 Annual Meeting, 3,685,279 shares of common stock of the Company were present or represented by proxy.

At the 2020 Annual Meeting, the Company’s stockholders voted on three proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 24, 2020.

At the 2020 Annual Meeting, the Company’s stockholders:

(1) elected Martin A. Mattingly, Pharm.D. and J. Rainer Twiford, J.D., Ph.D., as directors of the Company to hold office until the 2023 Annual Meeting of Stockholders;

(2) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020; and

(3) did not approve a proposed amendment to the Company’s certificate of incorporation to increase the Company’s authorized shares of common stock from 20,000,000 to 70,000,000.

The following sets forth detailed information regarding the final certified results of the voting with respect to each matter voted upon at the 2020 Annual Meeting:

Proposal 1. Election of Directors

Name	Votes For	Votes Withheld	Broker Non-Votes
Martin A. Mattingly, Pharm.D.	1,253,928	405,815	2,025,536
J. Rainer Twiford, J.D., Ph.D.	1,232,438	427,305	2,025,536

Proposal 2. Ratification of the selection of Independent Registered Public Accounting Firm

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,252,217	153,095	279,967	—

Proposal 3. Approval of an amendment to increase the authorized shares of common stock from 20,000,000 to 70,000,000

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,405,456	1,258,918	20,905	—

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.

TRACON Pharmaceuticals, Inc.

Dated: June 11, 2020

By: /s/ Charles P. Theuer, M.D., Ph.D.

Charles P. Theuer, M.D., Ph.D.

President and Chief Executive Officer