

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 13, 2018

TRACON Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36818

(Commission File Number)

34-2037594

(IRS Employer Identification No.)

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

(Address of principal executive offices)

92122

(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))

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 previously announced, Patricia L. Bitar resigned from her position as the Chief Financial Officer of TRACON Pharmaceuticals, Inc. (the “Company”), effective June 15, 2018.

Effective upon Ms. Bitar’s resignation, Charles P. Theuer, M.D., Ph.D., the Company’s Chief Executive Officer, was appointed as the Company’s principal financial officer and principal accounting officer. Dr. Theuer’s biographical and compensation information is available in the Company’s prior filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K, filed March 1, 2018, and its Definitive Proxy Statement, filed April 25, 2018.

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

On June 13, 2018, 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 “2018 Annual Meeting”). The Company had 29,731,331 shares of common stock outstanding and entitled to vote as of April 20, 2018, the record date for the 2018 Annual Meeting. At the 2018 Annual Meeting, 20,850,070 shares of common stock of the Company were present or represented by proxy.

At the 2018 Annual Meeting, the Company’s stockholders voted on two 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 25, 2018.

At the 2018 Annual Meeting, the Company’s stockholders:

(1) elected Dr. Charles P. Theuer, William R. LaRue and Paul Walker as directors of the Company to hold office until the 2021 Annual Meeting of Stockholders; and

(2) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

The following sets forth detailed information regarding the final certified results of the voting with respect to each matter voted upon at the 2018 Annual Meeting:

Proposal 1. Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------------|------------------|-----------------------|-------------------------|
| Charles P. Theuer, M.D., Ph.D. | 11,856,576 | 2,168,980 | 6,824,514 |
| William R. LaRue | 11,867,000 | 2,158,556 | 6,824,514 |
| Paul Walker | 11,766,191 | 2,259,365 | 6,824,514 |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 20,484,101 | 216,639 | 149,330 | — |

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 15, 2018

By: /s/ Charles P. Theuer, M.D., Ph.D.
Charles P. Theuer, M.D., Ph.D.
President and Chief Executive Officer