
**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, 2019

MYOKARDIA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37609
(Commission
File Number)

44-550552
(I.R.S. Employer
Identification No.)

333 Allerton Ave.
South San Francisco, CA 94080
(Address of principal executive offices, including zip code)

(650) 741-0900
(Registrant's telephone number, including area code)

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:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock	MYOK	The 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 5.07 Submission of Matters to a Vote of Security Holders.

The following proposals were submitted to the stockholders at the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of MyoKardia, Inc. (the “Company”) held on June 13, 2019:

- (i) The election of two Class I directors, as nominated by the Board of Directors of the Company, to hold office until the 2022 Annual Meeting of Stockholders of the Company or until their successors are duly elected and qualified;
- (ii) The ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2019;
- (iii) The conduct of a non-binding advisory vote to approve the compensation of the Company’s named executive officers; and
- (iv) The conduct of a non-binding advisory vote on the frequency of future non-binding advisory votes to approve the compensation of the Company’s named executive officers.

The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 24, 2019 (the “Proxy Statement”).

The number of shares of common stock entitled to vote at the Annual Meeting was 46,011,685. The number of shares of common stock present or represented by valid proxy at the Annual Meeting was 38,665,144. All matters submitted to a vote of the Company’s stockholders at the Annual Meeting were approved and all director nominees were elected.

The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

- (a) Election of Class I Directors.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Sunil Agarwal, M.D.	29,570,948	5,301,127
Kimberly Popovits	21,197,746	13,674,329

There were 3,793,069 broker non-votes regarding the election of directors.

- (b) Ratification of Auditors.

The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

<u>For</u>	<u>Abstain</u>	<u>Against</u>	<u>Broker Non-Votes</u>
38,651,155	11,500	2,489	0

- (c) Approval, on a Non-Binding Advisory Basis, of the Compensation of the Company’s Named Executive Officers.

The Company’s stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.

<u>For</u>	<u>Abstain</u>	<u>Against</u>	<u>Broker Non-Votes</u>
34,518,161	13,866	340,048	3,793,069

- (d) Recommendation, on a Non-Binding Advisory Basis, of the Preferred Frequency of Future Non-Binding Advisory Votes to Approve the Compensation of the Company’s Named Executive Officers.

The Company’s stockholders recommended, on a non-binding advisory basis, the preferred frequency of one (1) year for future non-binding advisory votes to approve the compensation of the Company’s named executive officers.

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstentions</u>
34,550,768	5,475	272,431	43,401

The next required non-binding advisory vote on the frequency of future non-binding advisory votes on the compensation of the Company’s named executive officers will take place no later than at the Company’s 2025 annual meeting of stockholders.

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: June 18, 2019

MyoKardia, Inc.

By: /s/ Cynthia Ladd
Cynthia Ladd
General Counsel