

Ultragenyx Pharmaceutical Inc.  
Form 8-K  
June 15, 2016

**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 9, 2016**

**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**  
**(I.R.S. 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**

**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))

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

On June 9, 2016, Ultragenyx Pharmaceutical Inc. (the *Company*) held its Annual Meeting of Stockholders (the *Annual Meeting*) virtually via the Internet. Stockholders who owned the Company's common stock at the close of business on April 12, 2016, the record date for the Annual Meeting (the *Record Date*), were entitled to vote at the Annual Meeting. As of the Record Date, 39,009,156 shares of the Company's common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 36,606,955 shares of the Company's common stock were voted in person or by proxy with respect to the four proposals set forth below, each of which is described in the Company's Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 18, 2016 (the *Proxy Statement*).

**Proposal No. 1 Election of Directors**

The Company's stockholders elected the Class III director nominees below to the Company's Board of Directors (the *Board*) to hold office until the Company's 2019 Annual Meeting of Stockholders or until their successors are elected. The votes on Proposal 1 were as follows:

| <b>Class III Director Nominees</b> | <b>Votes For</b> | <b>Votes Against or Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------------------|------------------|----------------------------------|-------------------------|
| William Aliski                     | 34,818,905       | 256,373                          | 1,531,677               |
| Lars Ekman, M.D., Ph.D.            | 32,322,633       | 2,752,645                        | 1,531,677               |
| Matthew K. Fust                    | 31,845,101       | 3,230,177                        | 1,531,677               |

**Proposal No. 2 Ratification of Selection of Independent Registered Accounting Firm**

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, 2016. The votes on Proposal 2 were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 36,561,279       | 44,653               | 1,023              |

**Proposal No. 3 Advisory (Non-Binding) Vote to Approve Executive Compensation**

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 that term is defined in the Proxy Statement) as described in the Proxy Statement (the *Say-on-Pay vote*). The votes on Proposal 3 were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 29,765,989       | 5,306,330            | 2,959              | 1,531,677               |

***Proposal No. 4 Advisory (Non-Binding) Vote Regarding the Frequency of Future Say-on-Pay Voting***

The Company's stockholders indicated, on an advisory basis, their preference for holding future Say-on-Pay voting once per year, instead of once every two or three years. The votes on Proposal 4 were as follows:

|  | <b>Votes For</b> |                  |                    | <b>Abstentions</b> |
|--|------------------|------------------|--------------------|--------------------|
|  | <b>One Year</b>  | <b>Two Years</b> | <b>Three Years</b> |                    |
|  | 32,932,540       | 455,076          | 1,675,548          | 12,114             |

Based on these results, the Board has approved holding future Say-On-Pay votes on an annual basis.

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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.

Date: June 15, 2016

Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp

Shalini Sharp

Senior Vice President, Chief Financial Officer