

DUSA PHARMACEUTICALS INC
Form 8-K
June 10, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 8, 2011
DUSA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)**

New Jersey
(State or other
jurisdiction of
incorporation)

001-31533
(Commission File
Number)

22-3103129
(IRS Employer
Identification
Number)

**25 Upton Drive
Wilmington, Massachusetts 01887**
(Address of principal executive offices, including ZIP code)
(978) 657-7500

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Securities 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))
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ITEM 5.07 Submission of Matters to a Vote of Security Holders

(a) The Registrant held its Annual Meeting of Shareholders on June 8, 2011.

(b) Proxies for the Annual Meeting of Shareholders were solicited pursuant to Regulation 14A of the Exchange Act; there was no solicitation in opposition to management's nominees for directors as listed in the Proxy Statement and all such nominees were elected. The final results of the voting for eight directors for a term until the 2012 Annual Meeting of Shareholders are set forth below:

Proposal No. 1 Election of Directors

| | Votes For | Withheld | Broker non-votes |
|----------------------|------------------|-----------------|-------------------------|
| Alfred Altomari | 13,661,216 | 216,692 | 0 |
| David M. Bartash | 13,359,796 | 518,112 | 0 |
| Alexander W. Casdin | 9,863,921 | 4,013,987 | 0 |
| Robert F. Doman | 13,658,064 | 219,844 | 0 |
| Jay M. Haft, Esq. | 13,359,452 | 518,456 | 0 |
| Paul J. Hondros | 13,658,068 | 219,840 | 0 |
| Magnus Moliteus | 13,382,598 | 495,310 | 0 |
| David M. Wurzer, CPA | 13,659,590 | 218,318 | 0 |

Described below are the other matters voted upon at the Annual Meeting of Shareholders and the final number of affirmative votes, negative votes, abstentions, broker non-votes and preference related to non-binding advisory votes.

Proposal No. 2 Approval of amendments to the 2006 Equity Compensation Plan and to ratify the 2011 Amended and Restated Equity Compensation Plan Approved and ratified

Approval of the Company's 2011 Amended and Restated Equity Compensation Plan, which is an amendment and restatement of the Company's 2006 Equity Compensation Plan, as amended.

| Votes For | Votes Against | Abstentions | Broker non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 12,642,263 | 1,209,958 | 25,688 | 6,511,612 |

Proposal No. 3 Ratification of the Selection of Independent Registered Public Accounting Firm Ratified
 Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Registrant for the fiscal year ending December 31, 2011.

| Votes For | Votes Against | Abstentions | Broker non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 20,264,634 | 78,630 | 46,257 | 0 |

Proposal No. 4 To conduct a Say-on-Pay advisory vote on the approval of executive compensation Approved
 The shareholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 13,751,073 | 89,436 | 37,399 | 6,511,613 |

Proposal No. 5 To conduct a Say-When-on-Pay advisory vote on the approval of the frequency of shareholder votes on executive compensation Every Year

The shareholders indicated their preference, on a non-binding advisory basis, to conduct future advisory votes on executive compensation annually.

| Every 1 Year | Every 2 Years | Every 3 Years | Abstentions | Broker non-votes |
|---------------------|----------------------|----------------------|--------------------|-------------------------|
| 13,559,075 | 94,444 | 204,313 | 20,077 | 6,511,612 |

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.

DUSA PHARMACEUTICALS, INC.

Dated: June 10, 2011

By: /s/ Robert F. Doman

Robert F. Doman, President and
Chief Executive Officer