

**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): May 29, 2024

Acadia Pharmaceuticals Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-50768
(Commission
File Number)

06-1376651
(IRS Employer
Identification No.)

12830 El Camino Real, Suite 400
San Diego, California
(Address of Principal Executive Offices)

92130
(Zip Code)

Registrant's Telephone Number, Including Area Code: (858) 558-2871

N/A
(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, par value \$0.0001 per share	ACAD	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 29, 2024, Acadia Pharmaceuticals Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”). As further described in Item 5.07 below, the stockholders of the Company approved the adoption of the Company’s 2024 Equity Incentive Plan (the “Plan”) at the 2024 Annual Meeting. The Company’s Board of Directors had previously approved the Plan, subject to stockholder approval.

A description of the material terms of the Plan are contained in the section entitled “Proposal 3: Approval of the Company’s 2024 Equity Incentive Plan” of the Company’s definitive proxy statement for the 2024 Annual Meeting filed with the U.S. Securities and Exchange Commission on April 26, 2024 (the “Proxy Statement”). That description is incorporated into this Item 5.02 by reference. Such description, as well as the foregoing description in this Item 5.02, do not purport to be complete, and are qualified in their entirety by reference to the full text of the Plan, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

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

(a) The Company held its 2024 Annual Meeting on May 29, 2024.

(b) The election of three nominees to serve as Class II directors on the Company’s Board of Directors until the Company’s 2027 Annual Meeting of Stockholders was carried out at the 2024 Annual Meeting. The following three Class II directors were elected by the votes indicated:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Julian C. Baker	125,520,719	15,262,794	10,293,742
Stephen R. Biggar, M.D., Ph.D.	128,641,034	12,142,479	10,293,742
Daniel B. Soland	124,834,854	15,948,659	10,293,742

In addition to the election of three Class II directors, the following matters were submitted to a vote of the stockholders at the 2024 Annual Meeting:

(i) the approval, on an advisory basis, of the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement, which was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
132,994,018	7,639,777	149,718	10,293,742

(ii) the approval of the Plan, which was approved by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
131,315,367	9,393,895	74,251	10,293,742

(iii) the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, which was ratified by the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
150,018,775	988,631	69,849

Each of the foregoing voting results from the 2024 Annual Meeting is final.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
10.1	Acadia Pharmaceuticals Inc. 2024 Equity Incentive Plan (incorporated by reference to Exhibit 99.1 to Registration Statement No. 333-279784).
104	Cover page Interactive Data File (embedded within the Inline XBRL document).

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.

Acadia Pharmaceuticals Inc.

Date: May 29, 2024

By: /s/ Jennifer J. Rhodes
Jennifer J. Rhodes
Executive Vice President, Chief Legal Officer & Secretary