

## Section 1: 8-K

# 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 21, 2019 (June 19, 2019)**



# MIRAGEN THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction  
of incorporation)

001-36483

(Commission  
File Number)

47-1187261

(IRS Employer  
Identification No.)

6200 Lookout Rd.  
Boulder, CO

(Address of principal executive offices)

80301

(Zip Code)

**Registrant's telephone number, including area code: (720) 643-5200**

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 obligations 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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	MGEN	The Nasdaq Capital 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.

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## Section 5 – Corporate Governance and Management

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

On June 19, 2019, Miragen Therapeutics, Inc. (the “*Company*”) held its 2019 Annual Meeting of Stockholders (the “*2019 Annual Meeting*”), for the following purposes:

- to elect seven nominees for director, each to serve until the next Annual Meeting of Stockholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal; and
- to ratify the selection by the Audit Committee of the Board of Directors of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2019.

Of the 30,926,219 shares outstanding as of the record date, 26,408,340 shares, or 85.39%, were present or represented by proxy at the 2019 Annual Meeting. At the 2019 Annual Meeting, each of William S. Marshall, Ph.D., Thomas E. Hughes, Ph.D., Kevin Koch, Ph.D., Joseph L. Turner, Arlene M. Morris, Jeffrey S. Hatfield and Christopher J. Bowden, M.D. was re-elected as a director of the Company. The stockholders of the Company ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2019. The final voting results on each of the matters submitted to a vote of stockholders at the 2019 Annual Meeting were as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
<b>1 Election of Directors</b>			
William S. Marshall, Ph.D.	12,156,070	52,619	14,199,651
Thomas E. Hughes, Ph.D.	12,034,694	173,995	14,199,651
Kevin Koch, Ph.D.	12,037,516	171,173	14,199,651
Joseph L. Turner	12,094,500	114,189	14,199,651
Arlene M. Morris	12,044,812	163,877	14,199,651
Jeffrey S. Hatfield	10,546,631	1,662,058	14,199,651
Christopher J. Bowden, M.D.	12,090,392	118,297	14,199,651

	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>2 Ratification of KPMG LLP as independent registered public accounting firm for the Company's fiscal year ending December 31, 2019</b>	24,255,045	1,845,449	307,846	—

## 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.

Dated: June 21, 2019

**Miragen Therapeutics, Inc.**

By: /s/ Jason A. Leverone

Jason A. Leverone

Chief Financial Officer, Treasurer and Secretary

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