

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**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, 2015

**Idera Pharmaceuticals, Inc.**

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(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

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**001-31918**  
(Commission File Number)

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**04-3072298**  
(IRS Employer  
Identification No.)

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**167 Sidney Street**  
**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

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**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 679-5500**

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(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 (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 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))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) At the 2015 annual meeting of stockholders of Idera Pharmaceuticals, Inc. (the “Company”) held on June 8, 2015 (the “Annual Meeting”), the Company’s stockholders approved an amendment (the “Stock Plan Amendment”) to the Company’s 2013 Stock Incentive Plan (the “2013 Plan”) to:

- o increase the number of shares of common stock authorized for issuance under the 2013 Plan by 5,000,000 shares, plus such additional number of shares (up to 1,226,438) as is equal to the number of shares of common stock subject to awards granted under the Company’s 2005 Stock Incentive Plan which awards expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company at their original issue price pursuant to a contractual repurchase right;
- o provide that no new award granted under the 2013 Plan may vest earlier than the first anniversary of its date of grant; provided, however, that this minimum vesting requirement will not apply to an aggregate of up to 5% of the maximum number of shares of the Company’s common stock authorized for issuance under the 2013 Plan; and
- o provide that no new award granted under the 2013 Plan may be amended to make such award immediately exercisable in full or in part, free from some or all of the restrictions or conditions applicable to the award, except upon the death or disability of the award holder or in connection with an acquisition of the Company or if required under any contractual obligation or policy of the Company in effect as of April 13, 2015.

The Stock Plan Amendment had previously been approved by the Company’s Board of Directors (the “Board”), subject to stockholder approval.

The following brief description of the 2013 Plan, as amended by the Stock Plan Amendment, is qualified in its entirety by reference to the complete text of the 2013 Plan, a copy of which is attached as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2014 and is incorporated herein by reference, and the complete text of the Stock Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

After giving effect to the Stock Plan Amendment, the 2013 Plan allows for the issuance of up to 15,224,460 shares of the Company’s common stock plus such additional number of shares of common stock (up to 6,946,978) as is equal to the sum of the number of shares of common stock subject to awards granted under the Company’s 2005 Stock Incentive Plan or the Company’s 2008 Stock Incentive Plan which awards expire, terminate or are otherwise surrendered, cancelled, forfeited or repurchased by the Company at their original issuance price pursuant to a contractual repurchase right.

The 2013 Stock Incentive Plan allows for the issuance of incentive stock options intended to qualify under Section 422 of Internal Revenue Code of 1986, as amended (the "Code"), nonstatutory stock options, stock appreciation rights, restricted stock awards, restricted stock units, other stock-based awards and performance awards. Employees, officers, directors, consultants and advisors of the Company and of its future parent or subsidiary corporations and any other business venture in which the Company has a controlling interest (as determined by the Board) are eligible to be granted awards under the 2013 Plan. However, incentive stock options may only be granted to employees of the Company, employees of the Company's present or future parent or subsidiary corporations, and employees of any other entities the employees of which are eligible to receive incentive stock options under the Code. The Board has authorized the compensation committee to administer certain aspects of the 2013 Plan, including the granting of awards to directors and executive officers. In addition, as permitted by the terms of the 2013 Plan, the Board has delegated to the Company's Chief Executive Officer the authority to grant equity awards to non-executive employees in accordance with guidelines established by the compensation committee of the Board.

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

At the Annual Meeting, the Company's stockholders voted in the following manner with respect to the following proposals:

1. The following nominees were elected to the Board as Class II directors for terms expiring at the 2018 annual meeting of stockholders.

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Mr. Julian C. Baker	70,204,562	181,647	32,374,430
Mr. James A. Geraghty	69,855,567	530,642	32,374,430

The terms of the following directors continued after the Annual Meeting:

Vincent J. Milano  
Sudhir Agrawal, D. Phil.  
Youssef El Zein  
Mark Goldberg, M.D.  
Kelvin M. Neu, M.D.  
William S. Reardon  
Eve E. Slater, M.D.

2. A non-binding, advisory proposal on the compensation of the Company's named executive officers was approved.

For:	69,085,123
Against:	958,543
Abstain:	342,543
Broker Non-Votes:	32,374,430

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3. The Stock Plan Amendment was approved.

For:	57,346,054
Against:	12,711,125
Abstain:	329,030
Broker Non-Votes:	32,374,430

4. The appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2015 was ratified.

For:	102,280,170
Against:	392,675
Abstain:	87,794
Broker Non-Votes:	0

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

See attached Exhibit Index.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Idera Pharmaceuticals, Inc.**

Date: June 11, 2015

By: \_\_\_\_\_ /s/ Louis J. Arcudi, III  
Louis J. Arcudi, III  
*Senior Vice President of Operations, Chief  
Financial Officer, Treasurer and Secretary*

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to Idera Pharmaceuticals, Inc. 2013 Stock Incentive Plan, as amended

**AMENDMENT TO  
IDERA PHARMACEUTICALS, INC.  
2013 STOCK INCENTIVE PLAN, AS AMENDED**

WHEREAS, Idera Pharmaceuticals, Inc. (the “Company”) desires to amend the Idera Pharmaceuticals, Inc. 2013 Stock Incentive Plan, as amended (the “2013 Plan”), in the manner set forth below (the “Amendment”); and

WHEREAS, on April 13, 2015, subject to stockholder approval, the Board of Directors of the Company approved the Amendment.

NOW THEREFORE, in accordance with Section 11(d) of the 2013 Plan, the 2013 Plan is hereby amended as follows:

1. Section 4(a) of the 2013 Plan is hereby amended by deleting subsection (1) thereof in its entirety and substituting the following in lieu thereof:

“(1) Authorized Number of Shares. Subject to adjustment under Section 9, Awards may be made under the Plan, any or all of which Awards may be in the form of Incentive Stock Options (as defined in Section 5(b)), for up to such number of shares of common stock, \$0.001 par value per share, of the Company (the “*Common Stock*”) as is equal to the sum of:

(A) 15,224,460 shares of Common Stock; plus

(B) such additional number of shares of Common Stock (up to 6,946,978 shares) as is equal to the sum of the number of shares of Common Stock subject to awards granted under the Company’s 2005 Stock Incentive Plan (the “*2005 Plan*”) or the Company’s 2008 Stock Incentive Plan (the “*2008 Plan*”) and, together with the 2005 Plan, the “*Existing Plans*”) which awards expire, terminate or are otherwise surrendered, canceled, forfeited or repurchased by the Company at their original issuance price pursuant to a contractual repurchase right (subject, however, in the case of Incentive Stock Options to any limitations of the Code).

Shares issued under the Plan may consist in whole or in part of authorized but unissued shares or treasury shares.”

2. Section 10(f) of the 2013 Plan is hereby amended by deleting the first sentence thereof in its entirety and substituting the following in lieu thereof:

“Except as otherwise provided in Section 5(g) with respect to repricings, Section 10(i) with respect to Performance Awards or Section 11(d) with respect to actions requiring stockholder approval, the Board may, subject to Section 10(h), amend, modify or terminate any outstanding Award, including but not limited to, substituting therefor another Award of the same or a different type, changing the date of exercise or realization, and converting an Incentive Stock Option to a Nonstatutory Stock Option.”

3. Section 10(h) of the 2013 Plan is hereby deleted in its entirety and replaced with the following:

“(h) Acceleration. The Board may, at any time, provide that (i) any Award granted on or prior to April 13, 2015 shall become immediately exercisable in whole or in part, free of some or all of the restrictions or conditions applicable to such Award or otherwise realizable in whole or in part, as the case may be, and (ii) any Award granted after April 13, 2015 (a “*New Award*”) shall become immediately exercisable in whole or in part, free of some or all of the restrictions or conditions applicable to such New Award or otherwise realizable in whole or in part, as the case may be, solely (A) upon the death or disability of the Participant or (B) in connection with a change in control of the

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Company. Notwithstanding the foregoing, the Board may provide, at any time and for any reason, that any New Award shall become immediately exercisable in full or in part, free from some or all of the restrictions or conditions applicable to such New Award or otherwise realizable in full or in part, as the case may be, if required under any contractual obligation of the Company or other policy of the Company, in each case to the extent such obligation or policy is in effect on April 13, 2015.”

4. A new Section 10(j) shall be added to the 2013 Plan, as follows:

“(j) Limitations on Vesting. Subject to Section 10(h) and notwithstanding anything to the contrary in the Plan, no New Award shall vest earlier than the first anniversary of its date of grant. The foregoing sentence shall not apply to an aggregate of up to 5% of the maximum number of authorized shares set forth in Section 4(a)(1).”

The Amendment shall be effective upon approval of the stockholders of the Company at the Company’s 2015 annual meeting of stockholders and shall only be applicable with respect to Awards granted after such approval. If the Amendment is not so approved at such meeting, then the amendment to the 2013 Plan set forth herein shall be void ab initio.

Except as herein above provided, the 2013 Plan is hereby ratified, confirmed and approved in all respects.