

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 23, 2022**

Idera Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-31918
(Commission File
Number)

04-3072298
(I.R.S. Employer
Identification No.)

505 Eagleview Blvd., Suite 212
Exton, Pennsylvania
(Address of Principal Executive Offices)

19341
(Zip Code)

Registrant's telephone number, including area code: **(484) 348-1600**

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 \$0.001 per share	IDRA	Nasdaq Capital Market

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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in 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; Contemporary Arrangements of Certain Officers.

At the Annual Meeting of Stockholders of Idera Pharmaceuticals, Inc. (the “Company”) held on June 23, 2022 (the “Annual Meeting”), the Company’s stockholders approved an amendment (the “2022 Stock Plan Amendment”) to the Idera Pharmaceutical, Inc. 2013 Stock Incentive Plan (the “2013 Stock Plan”) for the sole purpose of increasing the number of shares reserved for issuance under the 2013 Stock Plan. Also at the Annual Meeting, the Company’s stockholders approved an amendment (the “2022 ESPP Amendment”) to the Idera Pharmaceuticals, Inc. 2017 Employee Stock Purchase Plan (the “2017 ESPP”) for the sole purpose of increasing the number of shares authorized for issuance under the 2017 ESPP. Both the 2022 Stock Plan Amendment and the 2022 ESPP Amendment previously had been approved, subject to stockholder approval, by the Board of Directors of the Company (the “Board”) on April 15, 2022.

Descriptions of the material terms of each of the 2013 Stock Plan, as amended by the 2022 Stock Plan Amendment, and the 2017 ESPP, as amended by the 2022 ESPP Amendment, can be found in “[Proposal 4 – Approval of Amendment to 2013 Stock Incentive Plan](#)” and “[Proposal 5 – Approval of Amendment to 2017 Employee Stock Purchase Plan](#),” respectively, in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 29, 2022 (the “2022 Proxy Statement”), which descriptions are incorporated herein by reference.

The foregoing descriptions and the descriptions incorporated by reference from the 2022 Proxy Statement are qualified in their entirety by reference to (i) the 2013 Stock Plan, a copy of which is attached as [Exhibit 10.1 to the Current Report on Form 8-K filed on June 13, 2014](#), (ii) the 2022 Stock Plan Amendment, a copy of which is attached hereto as Exhibit 10.1, (iii) the 2017 ESPP, a copy of which is attached as [Exhibit 10.2 to the Current Report on Form 8-K filed on June 9, 2017](#), and (iv) the 2022 ESPP Amendment, a copy of which is attached hereto as Exhibit 10.2, and each of which is incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders voted upon the following five proposals, each of which is described in more detail in the 2022 Proxy Statement. The final vote results for each proposal were as follows:

Proposal 1: Election of Directors

The stockholders elected each of the individuals set forth below to serve as Class III directors on the Board for a three-year term expiring at the Company’s 2025 annual meeting of stockholders:

	Shares For	Shares Withheld	Broker Non-Votes
Mark Goldberg, M.D.	14,923,142	2,265,194	9,714,893
Carol A. Schafer	16,673,520	514,816	9,714,893

Proposal 2: Approval, by Non-Binding Vote, of the Compensation of Named Executive Officers for 2021

The stockholders approved a non-binding resolution regarding the compensation of the Company’s named executive officers for 2021, with votes as follows:

Shares For	Shares Against	Shares Abstained	Broker Non-Votes
16,518,494	578,085	91,757	9,714,893

Proposal 3: Ratification of Selection of Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 was ratified by the stockholders, with votes as follows:

Shares For	Shares Against	Shares Abstained	Broker Non-Votes
26,347,622	260,455	91,757	0

Proposal 4: Approval of Amendment to 2013 Stock Incentive Plan

The 2022 Stock Plan Amendment to increase the number of shares reserved for issuance under the 2013 Stock Plan was approved by stockholders, with votes as follows:

Shares For	Shares Against	Shares Abstained	Broker Non-Votes
16,202,765	969,014	16,557	9,714,893

Proposal 4: Approval of Amendment to 2017 Employee Stock Purchase Plan

The 2022 ESPP Amendment to increase the number of authorized shares reserved for issuance under the 2017 ESPP was approved by stockholders, with votes as follows:

Shares For	Shares Against	Shares Abstained	Broker Non-Votes
16,272,092	901,980	14,264	9,714,893

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index below, which is incorporated by reference herein.

Exhibit

Number	Description
10.1	Amendment to the Idera Pharmaceuticals, Inc. 2013 Stock Incentive Plan
10.2	Amendment to the Idera Pharmaceuticals, Inc. 2017 Employee Stock Purchase Plan
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.

IDERA PHARMACEUTICALS, INC.

By: /s/ Bryant D. Lim
Bryant D. Lim
Senior V.P., General Counsel

Dated: June 24, 2022

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

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 15, 2022, subject to stockholder approval, the Board of Directors of the Company approved the Amendment; and

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) 10,253,057 shares of Common Stock; plus

(B) such additional number of shares of Common Stock (up to 155,968 shares) as is equal to the sum of the number of shares of Common Stock subject to awards granted under the Company’s 2008 Stock Incentive Plan (the “Existing Plan”) 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 11(c) of the 2013 Plan is hereby amended by deleting Section 11(c) in its entirety and substituting the following in lieu thereof:

“(c) Effective Date and Term of Plan. The Plan shall become effective if, and at such time as, the stockholders of the Company have approved the Plan in accordance with applicable law and stock exchange requirements (such date, the “Effective Date”). Unless earlier terminated by action of the Board, the authority of the Committee to make grants under the Plan shall terminate on the date that is ten years after the latest date upon which stockholders of the Company have approved the Plan or an amendment thereto, and the Plan will remain in effect until such time as no shares of Common Stock remain available for delivery under the Plan or as set forth above and the Company has no further rights or obligations under the Plan with respect to outstanding Awards under the Plan.”

The Amendment shall be effective upon approval of the stockholders of the Company at the Company’s 2022 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.

**AMENDMENT TO THE
IDERA PHARMACEUTICALS, INC.
2017 EMPLOYEE STOCK PURCHASE PLAN**

WHEREAS, Idera Pharmaceuticals, Inc. (the “Company”) desires to amend the Idera Pharmaceuticals, Inc. 2017 Employee Stock Purchase Plan (the “ESPP”), in the manner set forth below (the “Amendment”); and

WHEREAS, on April 15, 2022, subject to stockholder approval, the Board of Directors of the Company approved the Amendment; and

NOW THEREFORE, in accordance with Section 16 of the ESPP, the ESPP is hereby amended as follows:

1. The first paragraph of the ESPP is hereby amended by such paragraph in its entirety and substituting the following in lieu thereof is hereby amended in its entirety to read as follows:

“The purpose of this Plan is to provide eligible employees of Idera Pharmaceuticals, Inc. (the “Company”) and certain of its subsidiaries with opportunities to purchase shares of the Company’s common stock, \$0.001 par value (the “Common Stock”). One Million Four Hundred Fifty Thousand (1,450,000) shares of Common Stock in the aggregate have been approved for this purpose, subject to any adjustment pursuant to Section 15 hereof. This Plan is intended to qualify as an “employee stock purchase plan” as defined in Section 423 of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations issued thereunder, and shall be interpreted consistent therewith.”

The Amendment shall be effective upon approval of the stockholders of the Company at the Company’s 2022 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 ESPP set forth herein shall be void ab initio.

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