

**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**

**June 23, 2021**

Date of Report (Date of earliest event reported)

**Chimerix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-35867**

(Commission File Number)

**33-0903395**

(IRS Employer Identification No.)

**2505 Meridian Parkway, Suite 100  
Durham, NC**

(Address of principal executive offices)

**27713**

(Zip Code)

**Registrant's telephone number, including area code: (919) 806-1074**

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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CMRX	The Nasdaq Global 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.

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

On June 23, 2021, Chimerix, Inc. (the “*Company*”) held its 2021 Annual Meeting of Stockholders (the “*Annual Meeting*”). As of April 26, 2021, the record date for the Annual Meeting, 86,211,412 shares of common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 65,910,590 shares of common stock were present in person or represented by proxy for the three proposals summarized below.

**Proposal 1: Election of directors**

The Company’s stockholders elected the three persons listed below as Class II directors, each to serve until the Company’s 2024 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Martha J. Demski	48,915,976	7,939,000	9,055,614
Pratik S. Multani, M.D.	56,759,674	95,302	9,055,614
Vicki Vakiener	56,756,375	98,601	9,055,614

**Proposal 2: Ratification of the selection of independent registered public accounting firm**

The Company’s stockholders ratified the selection by the Audit Committee of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The final voting results are as follows:

<b>Votes For</b>	65,708,710
<b>Votes Against</b>	110,342
<b>Abstentions</b>	91,538
<b>Broker Non-Votes</b>	0

**Proposal 3: Approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers**

The Company’s stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers. The final voting results are as follows:

<b>Votes For</b>	56,489,742
<b>Votes Against</b>	298,038
<b>Abstentions</b>	67,196
<b>Broker Non-Votes</b>	9,055,614

**Item 8.01 Other Events.**

Effective June 23, 2021, the Company’s Board of Directors appointed Vicki Vakiener to serve as a member of the Compensation Committee, replacing Edward F. Greissing, Jr. As previously disclosed, Mr. Greissing did not stand for re-election to the Board of Directors upon the expiration of his term as a Class II director at the Annual Meeting.

---

**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.

**Chimerix, Inc.**

Dated: June 25, 2021

By: /s/ Michael T. Andriole

Michael T. Andriole

Chief Business and Financial Officer

---