

CUMBERLAND PHARMACEUTICALS INC  
Form 8-K  
April 18, 2014

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): April 18, 2014 (April 15, 2014)

Cumberland Pharmaceuticals Inc.

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(Exact name of registrant as specified in its charter)

|                                                                |                                       |                                                    |
|----------------------------------------------------------------|---------------------------------------|----------------------------------------------------|
| Tennessee<br>(State or other jurisdiction of<br>incorporation) | 001-33637<br>(Commission File Number) | 62-1765329<br>(I.R.S. Employer Identification No.) |
|----------------------------------------------------------------|---------------------------------------|----------------------------------------------------|

|                                                                                                      |                     |
|------------------------------------------------------------------------------------------------------|---------------------|
| 2525 West End Avenue, Suite 950,<br>Nashville, Tennessee<br>(Address of principal executive offices) | 37203<br>(Zip Code) |
|------------------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (615) 255-0068  
Not Applicable

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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:

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

On April 15, 2014, the annual meeting of shareholders of Cumberland Pharmaceuticals Inc. (the "Company") was held in Nashville, Tennessee. The following matters were voted upon and approved by the Company's shareholders:

- (1) the election of two (2) Class I Directors to the Board of Directors;
- (2) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and
- (3) the approval of all of the compensation of the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

The voting results were as follows:

|                                                                                              | For        | Against | Withheld | Abstentions | Broker<br>Non-Votes |
|----------------------------------------------------------------------------------------------|------------|---------|----------|-------------|---------------------|
| Joey Jacobs                                                                                  | 11,327,422 | —       | 269,512  | —           | 4,403,946           |
| Jonathan Griggs                                                                              | 11,268,189 | —       | 328,745  | —           | 4,403,946           |
| Appointment of KPMG LLP as the<br>Company's independent registered<br>public accounting firm | 15,685,482 | 314,398 | —        | 1,000       | —                   |
| Approval of all of the<br>compensation of the Company's<br>named executive officers          | 10,851,549 | 727,735 | —        | 17,650      | 4,403,946           |

**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.

April 18, 2014

Cumberland Pharmaceuticals Inc.

By: Rick S. Greene

Name: Rick S. Greene

Title: Chief Financial Officer