

**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 15, 2022

KARUNA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38958
(Commission
File Number)

27-0605902
(I.R.S. Employer
Identification No.)

99 High Street, Floor 26
Boston, Massachusetts
(Address of principal executive offices)

02110
(Zip Code)

Registrant's telephone number, including area code: (857) 449-2244

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 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))

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 \$0.0001	KRTX	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

Karuna Therapeutics, Inc. (the “Company”) held its previously announced Annual Meeting of Stockholders (the “Annual Meeting”) on June 15, 2022, at which a quorum was present. As of April 18, 2022, the record date for the Annual Meeting, there were 29,876,483 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 27, 2022: (i) to elect Steven Paul, M.D., Atul Pande, M.D. and Denice Torres as Class III directors of the Company, each to serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2025 or until his or her successor has been duly elected and qualified (“Proposal 1”), (ii) to approve, on an advisory basis, the compensation paid to the Company’s named executive officers (“Proposal 2”), (iii) to approve, on an advisory basis, the frequency of future advisory votes on the compensation paid to the Company’s named executive officers (“Proposal 3”), and (iv) to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 (“Proposal 4”).

Proposal 1 – Election of Directors

The Company’s stockholders approved the Class III director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for the Class III directors as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Steven Paul, M.D.	23,277,049	3,900,919	1,856,158
Atul Pande, M.D.	23,058,840	4,119,128	1,856,158
Jeffrey Jonas, M.D.	22,375,830	4,802,138	1,856,158

Proposal 2 – Advisory vote on the compensation paid to the Company’s named executive officers

The Company’s stockholder’s approved, on an advisory basis, the compensation paid to the Company’s named executive officers. The votes cast at the Annual Meeting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,124,063	5,639,878	414,027	1,856,158

Proposal 3 – Advisory vote on the frequency of future advisory votes on the compensation paid to the Company’s named executive officers

The votes cast at the Annual Meeting were as follows:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
26,157,158	33,050	572,248	415,512	1,856,158

The Company has considered the outcome of this advisory vote and has determined, as was recommended with respect to this proposal by the Company’s board of directors in the proxy statement for the Annual Meeting, that the Company will hold future say on pay votes on an annual basis until the occurrence of the next advisory vote on the frequency of say on pay votes. The next advisory vote regarding the frequency of say on pay votes is required to occur no later than the Company’s 2028 annual meeting of stockholders.

Proposal 4 – Ratification of the Selection of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The votes cast at the Annual Meeting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
29,028,736	2,498	2,892

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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.

Karuna Therapeutics, Inc.

Date: June 21, 2022

By: /s/ Troy Ignelzi
Troy Ignelzi
Chief Financial Officer