

Otonomy, Inc.  
Form 8-K  
June 22, 2016

**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 21, 2016**

**Otonomy, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36591**  
**(Commission**  
  
**File Number)**

**26-2590070**  
**(IRS Employer**  
  
**Identification No.)**

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**6275 Nancy Ridge Drive, Suite 100**

**San Diego, CA 92121**

**(Address of principal executive offices, including zip code)**

**(858) 242-5200**

**(Registrant's telephone number, including area code)**

**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 (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))

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

On June 21, 2016, Otonomy, Inc. (the **Company**) held its annual meeting of stockholders. Of the 30,113,882 shares of common stock outstanding as of April 27, 2016, the record date for the meeting, 25,502,114 shares of common stock were represented at the meeting in person or by proxy, constituting 84.68% of the outstanding common stock entitled to vote. The matters voted upon at the meeting and the vote with respect to each such matter are set forth below:

- (1) **Election of three Class II directors to hold office until the 2019 annual meeting of stockholders.** Each of the following nominees was elected to serve as a Class II director, to hold office until the Company's 2019 annual meeting of stockholders or until his respective successor has been duly elected and qualified or his earlier resignation or removal.

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Chau Q. Khuong	19,994,996	3,088,342	2,418,776
Jay Lichter, Ph.D.	19,834,924	3,248,414	2,418,776
Theodore R. Schroeder	19,767,632	3,315,706	2,418,776

- (2) **The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.** The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified based on the following results of voting:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
25,415,342	83,700	3,072	0

**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.

**OTONOMY, INC.**

Date: June 21, 2016

By: /s/ Eric J. Loumeau  
Eric J. Loumeau  
General Counsel and Chief Compliance Officer