

ALNYLAM PHARMACEUTICALS, INC.  
Form 8-K  
June 10, 2011

**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 10, 2011 (June 9, 2011)  
Alnylam Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 000-50743                   | 77-0602661                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

300 Third Street, Cambridge, MA 02142

(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (617) 551-8200  
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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 9, 2011, the Compensation Committee of the Board of Directors (the Board) of Alnylam Pharmaceuticals, Inc. (the Company) approved an increase in annual base salary for John M. Maraganore, Ph.D., the Company's Chief Executive Officer, from \$525,000 to \$650,000, effective immediately. Dr. Maraganore's annual base salary had not been increased since January 2008 and was increased at this time to be more competitive with salaries within the 50<sup>th</sup> and 60<sup>th</sup> percentiles for similar positions in the Company's industry peer group.

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

The 2011 Annual Meeting of Stockholders (the Annual Meeting) of the Company was held on June 9, 2011. As of April 29, 2011, the record date for the Annual Meeting, 42,359,262 shares were issued and outstanding. A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below.

1. The Company's stockholders re-elected the three persons listed below as Class I directors, each to serve until the Company's 2014 annual meeting of stockholders and until his successor is duly elected and qualified. The voting results were as follows:

|                           | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------------|------------------|-----------------------|-------------------------|
| John M. Maraganore, Ph.D. | 25,000,674       | 268,439               | 8,089,437               |
| Paul R. Schimmel, Ph.D.   | 24,897,618       | 317,495               | 8,089,437               |
| Phillip A. Sharp, Ph.D.   | 24,934,284       | 334,829               | 8,089,437               |

The terms of office of the following directors continued after the Annual Meeting:

John K. Clarke  
 Victor J. Dzau, M.D.  
 Marsha H. Fanucci  
 Steven M. Paul, M.D.  
 Kevin P. Starr

2. The Company's stockholders approved, in a non-binding advisory vote, the compensation of the Company's named executive officers. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 19,362,752       | 251,780              | 5,654,581          | 8,089,437               |

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3. The Company's stockholders recommended, in a non-binding advisory vote, a frequency of every One Year for future advisory stockholder votes on the compensation of the Company's named executive officers. The voting results were as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 16,821,853      | 60,443           | 2,627,671          | 5,759,146          | 8,089,437               |

4. The Company's stockholders ratified the appointment by the Company's Board of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2011. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 33,171,686       | 144,261              | 42,603             | 0                       |

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SIGNATURE

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.

ALNYLAM PHARMACEUTICALS, INC.

Date: June 10, 2011

By: /s/ Michael P. Mason  
Michael P. Mason  
Vice President, Finance and Treasurer