
**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): **February 2, 2016**

POZEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-31719
(Commission File Number)

62-1657552
(IRS Employer Identification No.)

1414 Raleigh Road, Suite 400
Chapel Hill, North Carolina
(Address of principal executive offices)

27517
(Zip Code)

Registrant's telephone number, including area code: **(919) 913-1030**

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

POZEN Inc., a Delaware corporation ("**Pozen**"), held a Special Meeting of Stockholders at the offices of DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020, on Tuesday, February 2, 2016 (the "**Special Meeting**"). At the Special Meeting, the following matters were submitted to a vote of stockholders:

1. A proposal to adopt the Agreement and Plan of Merger and Arrangement as entered into on June 8, 2015 and as amended on August 19, 2015 and December 7, 2015 among Pozen, Tribute Pharmaceuticals Canada Inc. ("**Tribute**"), Aralez Pharmaceuticals Inc. ("**Parent**"), Aralez Pharmaceuticals Holdings Limited, ARLZ US Acquisition II Corp., and ARLZ CA Acquisition Corp., (the "**Merger Agreement**"), and to approve the transactions contemplated thereby (the "**Transactions**").
2. A proposal to approve the issuance by Parent, of common shares of Parent, no par value per share (the "**Parent Shares**") to be exchanged, following the effective time of the arrangement contemplated by the Merger Agreement, for common shares of Tribute, no par value per share ("**Tribute Shares**"), at a price per share, subject to certain adjustments, equal to (a) the lesser of (i) \$7.20, and (ii) a 5% discount off the five day volume weighted average price as reported on Bloomberg Financial Markets per share of Pozen common stock, \$0.001 par value per share (the "Pozen Common Stock"), calculated over the five trading days immediately preceding the date of closing of the merger, not to be less than \$6.25 (the "**Equity Price**"), multiplied by (b) 0.1455 (the "**Equity Financing**"). The Equity Price, after giving effect to the merger and arrangement, may be a price that is less than the greater of book or market value, which, together with the issuance of certain convertible notes in the Debt Financing, as defined below, equals 20% or more of the Parent Shares or 20% or more of the voting power outstanding before such issuance by Parent.
3. A proposal to approve the issuance by Parent, after giving effect to the merger and arrangement contemplated by the Merger Agreement, of Parent Shares upon the conversion of convertible notes at a conversion price equal to a 32.5% premium to the Equity Price to be determined immediately prior to the date of closing of the merger contemplated by the Merger Agreement (the "**Merger**"), which, together with the issuance by Parent of Parent Shares in exchange for Tribute Shares in the Equity Financing, equals 20% or more of the Parent Shares or 20% or more of the voting power outstanding before such issuance by Parent (the "**Debt Financing**").
4. A proposal to approve, on a non-binding advisory basis, certain compensatory arrangements between Pozen and its named executive officers relating to the Merger.
5. A proposal to approve the Aralez Pharmaceuticals Inc. 2016 Long-Term Incentive Plan.

At the close of business on December 23, 2015, the record date for the determination of stockholders entitled to vote at the Special Meeting, there were 32,765,541 shares of Pozen Common Stock outstanding and entitled to vote at the Special Meeting. The holders of 21,369,086 shares of Pozen Common Stock were represented in person or by proxy at the Special Meeting, constituting a quorum.

At the Special Meeting, all proposals submitted to the stockholders of Pozen were approved.

The results of the stockholder votes with respect to each of the proposals described above is as follows:

Proposal 1. Adoption of the Merger Agreement and approval of the Transactions.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 20,909,537 | 427,176 | 32,373 | — |

Proposal 2. Approval of the Equity Financing.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 17,606,896 | 3,730,817 | 31,373 | — |

Proposal 3. Approval of the Debt Financing.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 20,741,053 | 593,760 | 34,273 | — |

Proposal 4. Advisory vote to approve certain compensatory arrangements between Pozen and its named executive officers relating to the Merger:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 16,368,598 | 4,802,223 | 198,265 | — |

Proposal 5. Approval of the Aralez Pharmaceuticals Inc. 2016 Long-Term Incentive Plan:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 17,221,717 | 3,938,702 | 208,667 | — |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release issued by POZEN Inc. on February 2, 2016.

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.

Date: February 2, 2016

POZEN INC.

By: /s/ Scott Charles
Scott Charles
Chief Financial Officer



**POZEN INC. ANNOUNCES STOCKHOLDER APPROVAL OF ITS TRANSACTION
WITH TRIBUTE PHARMACEUTICALS CANADA INC.**

-Transaction Expected to Close on or About February 5, 2016-

CHAPEL HILL, NC — February 2, 2016, POZEN Inc. (“POZEN”) (NASDAQ: POZN), a specialty pharmaceutical company, today announced that its stockholders approved the Agreement and Plan of Merger and Arrangement (the “Merger Agreement”) with Tribute Pharmaceuticals Canada Inc. (“Tribute”) and the carrying out of the transactions contained therein. Upon closing of the transaction, the POZEN and Tribute businesses will operate as subsidiaries of Aralez Pharmaceuticals Inc. (“Aralez”), a company domiciled in Canada.

The Merger Agreement was also adopted by the Tribute shareholders on February 1, 2016. The proposed transaction remains subject to certain conditions and approvals, including approval of the Ontario Superior Court of Justice, listing of Aralez shares and customary closing conditions, and is expected to occur promptly following satisfaction of all conditions. Aralez will be listed on the NASDAQ stock exchange under the ticker symbol “ARLZ” and is expected to begin trading on or about February 8, 2016, and will be listed on the Toronto Stock Exchange (“TSX”) under the ticker symbol “ARZ” and is expected to begin trading on or about February 10, 2016, assuming closing on February 5, 2016.

About POZEN

POZEN is a specialty pharmaceutical company that has historically focused on developing novel therapeutics for unmet medical needs and licensing those products to other pharmaceutical companies for commercialization. By utilizing this business model, POZEN has successfully developed and obtained FDA approval of two self-invented products. Funded by these milestones/royalty streams, POZEN has created a portfolio of cost-effective, evidence-based integrated aspirin therapies designed to enable the full power of aspirin to be realized by reducing its GI damage.

On June 2, 2015, POZEN announced the formation of Aralez Pharmaceuticals Trading DAC (formerly Pozen Limited), a wholly-owned Irish subsidiary, to expand its geographic footprint and increase its global presence, including potential international sales, manufacturing and product development.

POZEN’s common stock is traded under the symbol “POZN” on The NASDAQ Global Market. For more detailed company information, including copies of this and other press releases, please visit www.pozen.com.

About Tribute

Tribute is a specialty pharmaceutical company with a primary focus on the acquisition, licensing, development and promotion of healthcare products in Canada and the U.S. markets.

Tribute markets Cambia® (diclofenac potassium for oral solution), Bezalip® SR (bezafibrate), Soriatane® (acitretin), NeoVisc® (1.0% sodium hyaluronate solution) Uracyst® (sodium chondroitin sulfate solution 2%), Fiorinal®, Fiorinal® C, Visken®, Viskazide®, Collatamp® G, Durela®, Proferrin®, Iberogast®, Moviprep®, Normacol®, Resultz®, Pegalax®, Balanse®, Balanse® Kids, Diaflor™, Mutaflor®, and Purfem® in the Canadian market. Additionally, NeoVisc® and Uracyst® are commercially available and are sold globally through various international partnerships. Tribute also has the U.S. rights to Fibracor® and its related authorized generic. In addition, it has the exclusive U.S. rights to develop and commercialize Bezalip® SR in the U.S. and has the exclusive right to sell bilastine, a product licensed from Faes Farma for the treatment of allergic rhinitis and chronic idiopathic urticaria (hives), in Canada. The exclusive license is inclusive of prescription and non-prescription rights for bilastine, as well as adult and pediatric presentations in Canada. This product is subject to receiving Canadian regulatory approval.

Tribute's common shares are traded on the TSX Venture Exchange under the symbol "TRX" and on the OTCQX International under the symbol "TBUFF". For more detailed company information, including copies of this and other press releases, please visit www.tributepharma.com.

Cautionary Language Concerning Forward-Looking Statements

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995:

This press release contains forward-looking statements under applicable securities laws, including, but not limited to, statements related to the anticipated consummation of the business combination transaction among Aralez, POZEN and Tribute and the timing thereof, the proposed listing of Aralez on NASDAQ and TSX and other statements that are not historical facts. These forward-looking statements are based on POZEN's current assumptions and expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to the parties' ability to complete the business combination and anticipated equity and debt financings on the proposed terms and schedule; the combined company meeting the listing requirements on NASDAQ and TSX and those risks relating to the transaction and the combined business of POZEN, Tribute and Aralez detailed from time-to-time under the caption "Risk Factors" and elsewhere in each company's respective filings and reports with the SEC. The parties undertake no duty or obligation to update any forward-looking statements contained in this press release as a result of new information, future events or changes in their expectations.

Contact Information:

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