
**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 26, 2016

LANTHEUS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36569
(Commission
File Number)

35-2318913
(IRS Employer
Identification No.)

331 Treble Cove Road, North Billerica, MA 01862
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (978) 671-8001

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.

At the Annual Meeting of Stockholders (the “Annual Meeting”) of Lantheus Holdings, Inc. (the “Company”) held on April 26, 2016, discussed further in Item 5.07 below, the Company’s stockholders approved an amendment to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan to increase the common stock reserved for issuance by 2,140,000 shares.

A summary of the Lantheus Holdings, Inc. 2015 Equity Incentive Plan (the “Plan”), as so amended, is set forth under the heading “Proposal 2: Amendment to 2015 Equity Incentive Plan” in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission (the “SEC”) on March 28, 2016. That summary does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, which was filed with the SEC on June 24, 2015, and the full text of the amendment, which is filed as Exhibit 10.1 hereto, each of which is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

As stated in Item 5.02 above, the Company held its Annual Meeting on April 26, 2016. Set forth below is a brief description of each matter submitted to a vote of the Company’s stockholders at the Annual Meeting and the final voting results for each matter. A more complete description of each matter is set forth in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the SEC on March 28, 2016.

Proposal 1 – Election of Directors

Each of the following nominees for Class I director was elected by the Company’s stockholders to serve a three-year term until the 2019 Annual Meeting of Stockholders based on the following vote:

<u>Nominee</u>	<u>Votes For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Mary Anne Heino	28,436,789	122,711	620,525
Samuel Leno	24,004,713	4,554,787	620,525
Derace L. Schaffer	28,441,331	118,169	620,525

Proposal 2 – Approval of Amendment to Lantheus Holdings, Inc. 2015 Equity Incentive Plan

The Amendment to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan to increase the common stock reserved for issuance by 2,140,000 shares was approved by the Company’s stockholders based on the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
27,266,262	1,287,038	6,200	620,525

Proposal 3 – Ratification of Appointment of Deloitte & Touch LLP

The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified by the Company’s stockholders based on the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
29,050,699	14,145	115,181

Item 9.01 Financial Statements and Exhibits*(d) Exhibits*

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filing Date</u>
		<u>Form</u>	<u>File Number</u>	<u>Exhibit</u>	
10.1*	Amendment to Lantheus Holdings, Inc. 2015 Equity Incentive Plan				

* Filed herewith.

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.

LANTHEUS HOLDINGS, INC.

By: /s/ Michael P. Duffy

Name: Michael P. Duffy

Title: Senior Vice President, Strategy and Business
Development, General Counsel and Secretary

Date: April 28, 2016

Exhibit Index

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		<u>Form</u>	<u>File Number</u>	<u>Exhibit</u>	<u>Filing Date</u>
10.1*	Amendment to Lantheus Holdings, Inc. 2015 Equity Incentive Plan				

* Filed herewith.

**Amendment to
Lantheus Holdings, Inc.
2015 Equity Incentive Plan**

This Amendment (this “*Amendment*”) to the Lantheus Holdings, Inc. 2015 Equity Incentive Plan, as in effect from time to time (the “*Plan*”), is dated as of April 26, 2016.

WHEREAS, pursuant to Section 16.2 of the Plan, the Board desires to amend Section 4.1 of the Plan to increase the maximum number of shares of Common Stock that may be issued pursuant to Awards under the Plan;

NOW THEREFORE, it is hereby acknowledged and agreed that:

1. *Defined Terms.* Capitalized terms used herein, but not otherwise defined herein, have the respective meanings ascribed to them in the Plan.
2. *Amendment.* Section 4.1 of the Plan shall be, and is, hereby amended and restated in its entirety as follows:

Number of Shares Reserved. Subject to adjustment as provided in Section 4.5 hereof and subject to Section 15.10 hereof, the total number of shares of Common Stock that are reserved for issuance under the Plan shall be 4,555,277 (the “*Share Reserve*”); *provided*, that no more than twenty percent of the Share Reserve may be granted as Incentive Stock Options, subject to adjustment as provided in Section 4.5 hereof and the provisions of Sections 422 or 424 of the Code and any successor provisions; *provided, further*, that nothing in this Plan requires any percentage of Awards (or Shares underlying Awards) to be granted as Incentive Stock Options. Each share of Common Stock subject to an Award shall reduce the Share Reserve by one share; *provided*, that Awards that are required to be paid in cash pursuant to their terms shall not reduce the Share Reserve. Any shares of Common Stock delivered under the Plan shall consist of authorized and unissued shares or treasury shares.
3. *Reference to and Effect on the Plan.* Except as specifically amended hereby, the Plan shall remain in full force and effect and otherwise unmodified. All references in the Plan to the “*Plan*” shall mean the Plan as amended hereby.
4. *Effectiveness.* This Amendment is effective as of the date first written above.

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