
**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): October 26, 2017

ACHIEVE LIFE SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

033-80623
(Commission
File Number)

95-4343413
(IRS Employer
Identification No.)

19820 North Creek Parkway
Bothell, Washington
(Address of Principal Executive Offices)

98011
(Zip Code)

Registrant's telephone number, including area code: (425) 686-1500

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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As noted below, on October 26, 2017, the stockholders of Achieve Life Sciences, Inc. (the "Company") approved an amendment to the Company's certificate of incorporation to eliminate cumulative voting for the election of directors. On October 31, 2017, the Company filed the Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to effect such amendment. A copy of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation is filed as Exhibit 3.1 to this report.

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

The Annual Meeting of Stockholders of the Company was held on October 26, 2017. The following is a brief description of each matter voted upon and the certified voting results.

(1) Election of seven directors to serve until the Company's next annual meeting or until the directors' successors are duly elected and qualified:

	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Anthony Clarke	8,369,059	36,330	1,202,001
Scott Cormack	8,368,850	36,539	1,202,001
Donald Joseph	8,370,127	35,262	1,202,001
Martin Mattingly	8,349,445	55,944	1,202,001
Jay Moyes	8,369,959	35,430	1,202,001
Stewart Parker	8,348,649	56,740	1,202,001
Richard Stewart	8,369,946	35,443	1,202,001

Pursuant to the foregoing votes, the nominees listed above were elected as directors to serve on the Company's board of directors.

(2) Ratification the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
9,525,027	72,619	9,744	0

Pursuant to the foregoing votes, the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 was ratified.

(3) Approval of the Company's 2017 Equity Incentive Plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
8,137,796	259,880	7,713	1,202,001

Pursuant to the foregoing votes, this matter was approved.

(4) Approval of the Company's 2017 Employee Stock Purchase Plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
8,317,559	83,118	4,712	1,202,001

Pursuant to the foregoing votes, this matter was approved.

(5) Approval of an amendment to the Company's Certificate of Incorporation, as amended, to eliminate cumulative voting for the election of directors:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
8,223,174	177,880	4,335	1,202,001

Pursuant to the foregoing votes, this matter was approved.

(6) Approval, by a non-binding advisory vote, of the compensation paid by the Company to its named executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
8,378,329	19,905	7,155	1,202,001

Pursuant to the foregoing votes, this matter was approved.

(7) Indication, by a non-binding advisory vote, whether future non-binding advisory votes to approve the compensation paid by the Company to its named executive officers should be held every one, two, or three years:

	<u>Votes</u>
One Year	2,169,164
Two Years	6,571
Three Years	6,223,982
Abstain	5,672
Broker Non-Votes	1,202,001

Pursuant to the foregoing votes, a frequency of three years was indicated as the preferred frequency. Consistent with the recommendation of the Company's Board of Directors and the outcome of the stockholder vote regarding this proposal, the Company's Board of Directors determined to hold an advisory vote once every three years to approve the compensation paid by the Company to its named executive officers.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
3.1	<u>Certificate of Amendment (Elimination of Cumulative Voting) to the Restated Certificate of Incorporation of the Company, dated October 31, 2017.</u>

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.

ACHIEVE LIFE SCIENCES, INC.

By: /s/ John Bencich
John Bencich
Chief Financial Officer

Date: November 1, 2017

ACHIEVE LIFE SCIENCES, INC.
CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

ACHIEVE LIFE SCIENCES, INC. (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

1. The name of the corporation is Achieve Life Sciences, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on March 22, 1995 under the name Sonus Pharmaceuticals, Inc.
2. The Amendment of the Second Amended and Restated Certificate of Incorporation of the Corporation in the form set forth in the following resolution has been duly adopted in accordance with the provisions of Sections 211 and 242 of the DGCL by the directors and stockholders of the Corporation:

WHEREAS, the Board deems it advisable and in the best interests of the Company and its stockholders to amend the Company's current Certificate of Incorporation, as amended, to eliminate the cumulative voting for the election of directors (the "*Certificate Amendment*");

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Certificate Amendment is hereby approved, and such Certificate Amendment shall be submitted to the Company's stockholders for approval at the Annual Meeting.

3. The Certificate of Amendment shall therefore be revised such that Article X—Cumulative Voting shall be deleted in its entirety and Article XI—Amendment of Certificate of Incorporation and Article XII—Perpetual Existence shall be renumbered as Article X—Amendment of Certificate of Incorporation and Article XI—Perpetual Existence. All other provisions of the Second Amended and Restated Certificate of Incorporation remain in full force and effect.
4. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 31st day of October, 2017.

ACHIEVE LIFE SCIENCES, INC.

By: /s/ JOHN BENCICH
John Bencich
Executive Vice President, Chief Financial Officer and Chief
Operating Officer