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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): August 6, 2012

**TARGETED MEDICAL PHARMA, INC.**  
(Exact name of registrant as specified in its charter)

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**DELAWARE**

**000-53071**

**20-5863618**

(State or other jurisdiction of incorporation or  
organization)

(Commission File Number)

(IRS Employer Identification No.)

**2980 BEVERLY GLEN CIRCLE, SUITE 301**  
**LOS ANGELES, CA 90077**

(Address of principal executive offices)

**(310) 474-9808**

(Registrant's telephone number, including area code)

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

Effective August 6, 2012, the Board of Directors of Targeted Medical Pharma, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Bylaws. The purpose of the amendment was to remove references to the classification of the Company’s Board of Directors as a result of the approval of the Charter Amendment Proposal (as defined below). A copy of Amendment No. 1 to the Amended and Restated Bylaws is attached hereto as Exhibit 3.2 and incorporated herein by reference.

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

On August 6, 2012, the Company held its 2012 Annual Meeting of Stockholders (the “Meeting”) in Los Angeles, California for the purposes of (i) approving an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation in order to declassify the board of directors (the “Charter Amendment Proposal”) and (ii) electing two directors to serve on the Board of Directors of the Company for a term of one year.

Below are the voting results for the matters submitted to a vote of the Company’s stockholders at the Meeting:

- (i) Approval of the Charter Amendment Proposal: The Charter Amendment Proposal was approved with 15,751,884 votes in favor, and no votes against and no votes abstained. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.
- (i) Election of two Directors: All nominees were elected as Directors with the following vote:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Kim Giffoni	15,751,884	0
Kerry Weems	15,751,884	0

**Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits.

3.1 Second Amended and Restated Certificate of Incorporation

3.2 Amendment No. 1 to Amended and Restated Bylaws of Targeted Medical Pharma, Inc.

99.1 Press Release, dated August 7, 2012, announcing the election of Mr. Weems

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**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.

Dated: August 7, 2012

TARGETED MEDICAL PHARMA, INC.

By: /s/ William E. Shell

Name: William E. Shell, MD

Title: Chief Executive Officer

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## **Exhibit Index**

- 3.1 Second Amended and Restated Certificate of Incorporation
  - 3.2 Amendment No. 1 to Amended and Restated Bylaws of Targeted Medical Pharma, Inc.
  - 99.1 Press Release, dated August 7, 2012, announcing the election of Mr. Weems
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**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
TARGETED MEDICAL PHARMA, INC.**

TARGETED MEDICAL PHARMA, INC., a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the corporation (the "Corporation") is Targeted Medical Pharma, Inc.
2. The original Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of Delaware on October 4, 2006. An Amended and Restated Certificate of Incorporation of the Corporation was filed in connection with the filing of a Certificate of Merger of Domestic Corporations in the Office of the Secretary of State of the State of Delaware on January 31, 2011.
3. This Second Amended and Restated Certificate of Incorporation (this "Certificate") amends, restates, and integrates the provisions of the Amended and Restated Certificate of Incorporation of the Corporation.
4. This Certificate was duly adopted and approved by the stockholders of the Corporation at a meeting thereof and by the written consent of the board of directors of the Corporation in accordance with Sections 141, 211, 242 and 245 of the General Corporation Law.
5. The text of the Amended and Restated Certificate of Incorporation of the Corporation, as amended to date, is hereby amended and restated to read in its entirety as follows:

**FIRST:** The name of the Corporation is Targeted Medical Pharma, Inc.

**SECOND:** The address of the Corporation's registered office in the State of Delaware is Paracorp Incorporated, 2140 South Dupont Highway, Camden Delaware 19934, Kent County. The name of the Corporation's registered agent at such address is Paracorp Incorporated.

**THIRD:** The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The Corporation is authorized to issue two classes of shares of capital stock designated respectively "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is 120,000,000 shares, 100,000,000 shares of which shall be Common Stock (the "Common Stock") and 20,000,000 shares of which shall be Preferred Stock (the "Preferred Stock"). The shares of Preferred Stock may be issued from time to time in one or more series. The par value of Common Stock and Preferred Stock shall be \$0.001 per share. The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

**A. COMMON STOCK**

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein and as may be designated by resolution of the Board of Directors with respect to any series of Preferred Stock as authorized herein.

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2. Voting. The holders of the Common Stock are entitled to one Vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock without affecting the rights or interests of the Common Stock holders if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate of Incorporation or pursuant to the General Corporation Law.

## B. PREFERRED STOCK

1. Issuance and Reissuance. Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein and in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock.

2. Blank Check Preferred. Subject to any vote expressly required by this Certificate of Incorporation, authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law. Without limiting the generality of the foregoing, and subject to the rights of any series of preferred stock then outstanding, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

**FIFTH:** Subject to the provisions of this Certificate of Incorporation and the General Corporation Law, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** At the annual meeting of stockholders held in 2012, directors shall be elected annually for terms of one year, except that any director in office at the 2012 annual meeting whose term expires at the annual meeting of stockholders held in calendar year 2013 or 2014 shall continue to hold office until the end of such term for which such director was elected and until such director's successor shall have been elected and qualified. At each annual meeting of stockholders thereafter, all directors shall be elected for terms expiring at the next annual meeting of stockholders and until such directors' successors shall have been elected and qualified.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

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**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

**ELEVENTH:** Subject to any additional vote required by this Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**TWELFTH:** The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Preferred Stock or any partner, member, director, stockholder, employee or agent of any such holder, other than someone who is an employee of the Corporation Or any of its subsidiaries (collectively, "Covered Persons"), unless such matter, transaction or interest is presented to, or acquired, created or developed by, Or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

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**THIRTEENTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, Targeted Medical Pharma, Inc. has caused this Second Amended and Restated Certificate of Incorporation to be signed by William E. Shell, its Chief Executive Officer, this 6<sup>th</sup> day of August, 2012.

/s/ William E. Shell  
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William E. Shell  
Chief Executive Officer

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**AMENDMENT NO. 1 TO  
AMENDED AND RESTATED BY-LAWS  
OF  
TARGETED MEDICAL PHARMA, INC.**

Article II, Section 2.2 of the Amended and Restated Bylaws of Targeted Medical Pharma, Inc. (the "Corporation") hereby is amended and restated in its entirety as follows:

**ARTICLE II  
BOARD OF DIRECTORS**

Section 2.2 Number, Term of Office and Election. The Board of Directors shall consist of not fewer than seven (7) nor more than nine (9) directors, the exact number may be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Board of Directors. Except as provided in Section 2.3 below, each director shall continue in office until the next annual meeting at which such director stands for election and his successor is elected and qualified, or until such director's earlier death, resignation, disqualification or removal from office. Directors need not be stockholders unless so required by the Certificate of Incorporation or these by-laws, wherein other qualifications for directors may be prescribed.

The foregoing Amendment No. 1 to the Corporation's Amended and Restated Bylaws was approved by the Corporation's Board of Directors in accordance with Article VII, Section 7.6 of the Amended and Restated Bylaws on August 6, 2012.

/s/ William E. Shell  
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William E. Shell, MD  
Chief Executive Officer

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**Investor Contacts:**

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**HEALTHCARE INDUSTRY LEADER KERRY WEEMS  
JOINS TARGETED MEDICAL PHARMA'S BOARD OF DIRECTORS**

**Los Angeles**, August 7, 2012 –Targeted Medical Pharma, Inc., a specialty pharmaceutical company that develops and distributes prescription medical foods to physicians, pharmacies and skilled nursing facilities, today announced that Kerry Weems has joined the company's board of directors.

A nationally respected expert in health policy and government finance, Weems has served with distinction in the field of health care, including nearly 28 years in the Federal government, most recently as Acting Administrator of the Centers for Medicare and Medicaid Services (CMS) and as Vice-Chairman of the American Health Information Community. In those capacities, he implemented the Medicare ePrescribing program, began pilot projects for electronic health records and personal health records, and instituted a number of landmark payment reforms, including non-payment for certain medical errors, among other accomplishments.

Prior to that, Weems served in a number of senior positions at the Department of Health and Human Services, including deputy chief of staff, chief financial officer and chief budget officer, overseeing a budget exceeding \$700 billion. He has served in both Republican and Democratic administrations and received the highest award for civilian employees, the Presidential Rank award, from Presidents Clinton and Bush.

Currently Weems serves as vice president and general manager for the Health Solutions Sector at Fairfax, VA-based General Dynamics Information Technology, a business unit of General Dynamics, where he provides executive leadership to more than 4,500 health and health information technology professionals providing solutions in fraud detection and prevention, quality and pay for performance, system and infrastructure modernization, integrated contact centers and data analytics. Teams under his guidance support the Department of Health and Human Services, Department of Veterans Affairs, Military Health System, commercial health plans and more. Prior to joining General Dynamics Information Technology, Weems led Vangent's, Health Division, which was later acquired by General Dynamics.

He holds an MBA degree from the University of New Mexico and bachelor's degrees in philosophy and business administration from New Mexico State University.

**Targeted Medical Pharma, Inc.**

Targeted Medical Pharma, Inc., a specialty pharmaceutical company that develops and sells prescription medical foods to physicians, pharmacies and skilled nursing facilities for the treatment of chronic disease including pain syndromes, obesity, and sleep and cognitive disorders. Based in Los Angeles, the company's proprietary pharmaceutical therapeutic systems are sold in the United States and Japan. The company manufactures nine proprietary medical foods, as well as 48 convenience packed kits, which pair a medical food and branded or generic pharmaceutical. These prescription medications and therapeutic systems represent a novel approach to the management of certain disease states, focusing on safety and efficacy without the deleterious side effects of traditional, high dose prescription drugs.

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