ONCOSEC MEDICAL Inc Form 8-K March 06, 2012

## **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): March 2, 2012

# **ONCOSEC MEDICAL INCORPORATED**

(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation) **000-54318** (Commission File Number) **98-0573252** (I.R.S. Employer Identification No.)

4690 Executive Drive, Suite 250 San Diego, California, 92121

(Address of principal executive offices)

Registrant s telephone number, including area code: (855) 662-6732

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 5.03 Amendment and Restatement of Bylaws

On January 26, 2012, the Board of Directors (the Board ) of OncoSec Medical Incorporated (the Company ) approved the amendment and restatement of the Company s Bylaws and approved the submission of the amended and restated Bylaws (the Amended and Restated Bylaws ) to the Company s stockholders for approval, as required by the Company s Bylaws then in effect. On March 2, 2012, at the Company s Annual Meeting of Stockholders, the Company s stockholders approved the Amended and Restated Bylaws. A copy of the Amended and Restated Bylaws is filed herewith as Exhibit 3.6.

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

On March 2, 2012, the Company held its 2012 Annual Meeting at the Company s principal executive offices located at 4690 Executive Drive, Suite 250, San Diego, CA 92121.

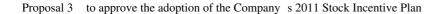
The final voting results on the matters presented at the meeting were as follows:

Proposal 1 to elect four directors to our Board of Directors to serve for a term of one year or until their successors are duly elected and qualified

Dr.	Avtar Dhillon	26,910,454	38,202
Dr.	lames DeMesa	26,920,404	28,252

Proposal 2 to ratify the appointment of Mayer Hoffman McCann P.C. as the Company s independent registered public accounting firm for the fiscal year ending July 31, 2012

				Broker Non-
For		Against	Abstain	Vote
	29,533,442	180,319	12,911	



				Broker Non-	
For		Against	Abstain	Vote	
	26,807,213	116,168	25,275	2,778,016	

### Proposal 4 to approve the amendment and restatement of the Company s Bylaws

For	26,825,888	Against 90,818	Abstain 31,950	Broker Non- Vote 2,778,016
Item 9.0	1 Financial Statements and Exhil	pits.		
(d)	Exhibits.			
EXHIBIT INDEX				
Exhibit 3.6	Amended and Restated Byla	IWS	Description	
		1		

#### 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.

#### ONCOSEC MEDICAL INCORPORATED

Dated: March 6, 2012

By:

/s/ Punit Dhillon Name: Punit Dhillon Title: President & Chief Executive Officer

2

## EXHIBIT INDEX

Exhibit3.6Amended and Restated Bylaws

Description

3