

**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): December 10, 2021**

**VIATRIS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39695**  
(Commission  
File Number)

**83-4364296**  
(I.R.S. Employer  
Identification No.)

**1000 Mylan Boulevard, Canonsburg, Pennsylvania, 15317**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (724) 514-1800**

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                             | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| <b>Common Stock, par value \$0.01 per share</b> | <b>VTRS</b>          | <b>The NASDAQ Stock Market</b>               |

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

(a) On December 10, 2021, Viatris Inc. (“Viatris” or the “Company”) held its annual meeting of shareholders (the “2021 Annual Meeting”) to (i) elect four Class I directors, each to hold office until the 2023 annual meeting of shareholders; (ii) approve, on a non-binding advisory basis, the 2020 compensation of the named executive officers of the Company (the “Say-on-Pay vote”); (iii) conduct a non-binding advisory vote on the frequency of the Say-on-Pay vote; and (iv) ratify the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. With respect to each proposal below, any abstentions and broker non-votes were considered for purposes of establishing a quorum but were not considered to be votes cast and therefore had no effect on the vote on any such proposal.

(b) The certified results of the matters voted on at the 2021 Annual Meeting are set forth below.

Proposal No. 1 - Election of the following four Class I directors, each to hold office until the 2023 annual meeting of shareholders:

| Nominee                   | For         | Against     | Abstain   | Broker Non-Votes |
|---------------------------|-------------|-------------|-----------|------------------|
| Neil Dimick               | 683,455,088 | 132,158,307 | 1,613,656 | 165,082,886      |
| Michael Goettler          | 807,152,467 | 8,819,491   | 1,255,090 | 165,082,889      |
| Ian Read                  | 693,684,093 | 122,271,977 | 1,270,977 | 165,082,890      |
| Pauline van der Meer Mohr | 711,477,252 | 104,226,899 | 1,532,753 | 165,073,033      |

Each Class I director was elected to hold office until the 2023 annual meeting of shareholders.

Proposal No. 2 – Approval, on a non-binding advisory basis, of the 2020 compensation of the named executive officers of the Company:

| For         | Against     | Abstain   | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 159,300,046 | 654,956,929 | 2,970,015 | 165,082,947      |

This proposal was not approved.

Proposal No. 3 – A non-binding advisory vote on the frequency of the Say-on-Pay vote:

| 1 Year      | 2 Years   | 3 Years    | Abstain   | Broker Non-Votes |
|-------------|-----------|------------|-----------|------------------|
| 799,180,313 | 1,698,885 | 13,449,971 | 2,927,861 | 165,052,907      |

1 year received a majority of votes cast.

Proposal No. 4 – Ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 932,610,320 | 48,132,467 | 1,567,150 | N/A              |

This proposal was approved.

(d) The Viatris Board of Directors has determined that the Company will hold future Say-on-Pay votes on an annual basis.

**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.

VIATRIS INC.

Date: December 16, 2021

By: /s/ Sanjeev Narula  
Sanjeev Narula  
Chief Financial Officer