

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 20, 2012**

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**DURECT CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**000-31615**  
**(Commission  
File Number)**

**94-3297098**  
**(IRS Employer  
Identification No.)**

**10260 Bubb Road**  
**Cupertino, CA 95014**  
**(Address of principal executive offices) (Zip code)**

**(408) 777-1417**  
**(Registrant's telephone number, including area code)**

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

At the Annual Meeting held on June 20, 2012, there were 80,276,658 shares represented to vote either in person or by proxy, or 91.70% of the outstanding shares, which represented a quorum. The final results of voting for each matter submitted to a vote of stockholders at the Annual Meeting were as follows:

**Proposal 1: Election of Directors.**

James E. Brown, Michael D. Casey and Armand P. Neukermans were elected as Class III directors for a term of three years. The voting for each director was as follows:

|                      | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|----------------------|------------|-----------------|------------------------|
| James E. Brown       | 53,255,547 | 1,126,460       | 25,894,651             |
| Michael D. Casey     | 52,560,945 | 1,821,062       | 25,894,651             |
| Armand P. Neukermans | 52,542,984 | 1,839,023       | 25,894,651             |

**Proposal 2: Say on Pay – An advisory vote on the approval of executive compensation**

The Company's executive compensation was approved on a non-binding, advisory basis based upon the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 51,081,015 | 3,008,636      | 292,356        | 25,894,651             |

**Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm for the Company for the Current Fiscal Year**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012 was ratified based upon the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 78,440,446 | 1,221,430      | 614,782        | 0                      |

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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.

### **DURECT Corporation**

Date: June 21, 2012

By: /s/ James E. Brown

James E. Brown

President and Chief Executive Officer