

**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): April 30, 2024

Biohaven Ltd.

(Exact name of registrant as specified in its charter)

British Virgin Islands
(State or other jurisdiction of incorporation)

001-41477
(Commission File Number)

Not applicable
(IRS Employer Identification No.)

c/o Biohaven Pharmaceuticals, Inc.
215 Church Street
New Haven, Connecticut 06510
(Address of principal executive offices, including zip code)
(203) 404-0410
(Registrant's telephone number, including area code)
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:

- 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 symbol	Name of each exchange on which registered
Common Shares, no par value	BHVN	New York Stock Exchange

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.

On April 30, 2024, Biohaven Ltd. (the “Company”) held its 2024 annual meeting of shareholders (the “Annual Meeting”).

Set forth below are the results of the matters submitted for a vote of shareholders at the Annual Meeting.

Proposal No. 1: Election of directors for a term expiring at the 2027 Annual Meeting of Shareholders.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Proposal No. 1(a): Julia P. Gregory	60,724,030	412,143	135,964
Proposal No. 1(b): John W. Childs	60,799,707	313,902	158,528
Proposal No. 1(c): Gregory H. Bailey, M.D.	46,277,398	14,858,298	136,441

Broker Non-Votes: 8,210,084

All three nominees were elected.

Proposal No. 2: Ratification of the appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2024.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Ratification of appointment of Ernst & Young LLP	69,043,113	154,493	284,615

Broker Non-Votes: 0

Proposal No. 2 was approved.

Proposal No. 3: To approve, on a non-binding advisory basis, the frequency of the named executive officer compensation advisory vote. The votes were cast as follows:

<u>“1 Year”</u>	<u>“2 Years”</u>	<u>“3 Years”</u>	<u>Abstained</u>
60,824,258	25,138	79,614	343,127

Broker Non-Votes: 0

A frequency of “1 year” was approved.

As discussed above, in accordance with the recommendation of the Board of Directors of the Company, the Company’s shareholders approved, on an advisory basis, “1 year” as the frequency for holding future advisory votes to approve the compensation of the Company’s named executive officers. In light of such recommendation, at its meeting held on April 30, 2024 following the Annual Meeting, the Board of Directors decided that the Company will hold advisory votes on the compensation of the Company’s named executive officers on an annual basis until the next required vote on the frequency of holding an advisory vote to approve named executive officer compensation.

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.

Date: May 1, 2024

Biohaven Ltd.

By: /s/ Matthew Buten
Matthew Buten
Chief Financial Officer