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**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 22, 2021

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**Otonomy, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-36591**  
(Commission  
File Number)

**26-2590070**  
(IRS Employer  
Identification No.)

**4796 Executive Drive  
San Diego, CA 92121**  
(Address of principal executive offices, including zip code)

**(619) 323-2200**  
(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 (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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	OTIC	The NASDAQ Stock Market LLC (The NASDAQ Global Select Market)

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.

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

On June 22, 2021, Otonomy, Inc. (the “Company”) held its annual meeting of stockholders. Of the 56,618,092 shares of common stock outstanding as of April 23, 2021, the record date for the meeting, 43,643,964 shares of common stock were represented at the meeting in person or by proxy, constituting 77.1% of the outstanding common stock entitled to vote. The matters voted upon at the meeting and the vote with respect to each such matter are set forth below:

- (1) **Election of two Class I directors to hold office until the 2024 annual meeting of stockholders.** Each of the following nominees was elected to serve as a Class I director, to hold office until the Company’s 2024 annual meeting of stockholders or until his respective successor has been duly elected and qualified or his earlier resignation or removal.

<u>Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
James B. Breitmeyer, M.D., Ph.D.	14,340,101	13,879,347	15,424,516
David A. Weber, Ph.D.	24,131,860	4,087,588	15,424,516

- (2) **Approval of, on a non-binding advisory basis, the compensation of the Company’s named executive officers.** The compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement, was approved, on a non-binding advisory basis, based on the following results of voting:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
26,713,468	1,483,722	22,258	15,424,516

- (3) **The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021.** The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021 was ratified based on the following results of voting:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
43,453,622	182,530	7,812	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.

Date: June 24, 2021

**OTONOMY, INC.**

By: /s/ Paul E. Cayer  
Paul E. Cayer  
Chief Financial and Business Officer