

8X8 INC /DE/
Form 8-K
August 15, 2017

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

August 10, 2017

Date of Report (Date of earliest event reported)

8X8, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-21783

(Commission File Number)

77-0142404

(I.R.S. Employer Identification Number)

2125 O'Nel Drive

San Jose, CA 95131

(Address of principal executive offices including zip code)

(408) 727-1885

(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:

- 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))

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

o

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.

o

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

On August 10, 2017, 8x8, Inc. (the "Company") held its annual meeting of stockholders at which stockholders voted on each of the following proposals:

- Proposal 1. Election of Guy L. Hecker, Jr., Vikram Verma, Bryan R. Martin, Eric Salzman, Ian Potter, Jaswinder Pal Singh, and Vladimir Jacimovic to serve as directors until the next annual meeting of stockholders.
- Proposal 2. Ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2018.
- Proposal 3. To approve the Company's Second Amended and Restated 1996 Employee Stock Purchase Plan.
- Proposal 4. To approve the material terms of the performance goals under the Company's Amended and Restated 2012 Equity Incentive Plan, solely for the purposes of Internal Revenue Code Section 162(m).
- Proposal 5. To hold an advisory vote to approve executive compensation.
- Proposal 6. To hold an advisory vote on the frequency of future advisory votes on executive compensation.

Final voting results were as follows:

- Proposal 1 - Election of Directors.

For

Withheld

Broker Non-Vote

Guy L. Hecker, Jr.

52,658,610

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4,893,004

22,008,127

Vikram Verma

56,814,472

737,142

22,008,127

Bryan R. Martin

56,950,411

601,203

22,008,127

Eric Salzman

56,041,667

1,509,947

22,008,127

Ian Potter

56,142,149

1,409,465

22,008,127

Jaswinder Pal Singh

56,917,290

634,324

22,008,127

Vladimir Jacimovic

56,919,153

632,461

22,008,127

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- Proposal 2 - Ratification of Independent Registered Public Accounting Firm.

For

Against

Abstain

Broker Non-Vote

78,060,121

1,407,134

92,486

—

- Proposal 3 - Approve the Company's Second Amended and Restated 1996 Employee Stock Purchase Plan.

For

Against

Abstain

Broker Non-Vote

51,474,073

5,839,917

237,624

22,008,127

- Proposal 4 - Approve the material terms of the performance goals under the Company's Amended and Restated 2012 Equity Incentive Plan.

For

Against

Abstain

Broker Non-Vote

55,399,100

2,106,402

46,112

22,008,127

- Proposal 5 - Non-binding, advisory vote on executive compensation.

For

Against

Abstain

Broker Non-Vote

54,981,705

2,446,165

123,744

22,008,127

- Proposal 6 - Non-binding, advisory vote on the frequency of future advisory votes on executive compensation.

1 Year

2 Years

3 Years

Abstain

54,227,543

1,702,228

1,571,949

49,894

Considering the stockholders' vote on Proposal No. 6, the company has decided to conduct its advisory vote on named executive officers' compensation on an annual basis.

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: August 15, 2017

8X8, INC.

By: /s/ Mary Ellen Genovese

Mary Ellen Genovese
Chief Financial Officer and Secretary