

Tableau Software Inc  
Form 8-K  
May 13, 2016

**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): May 12, 2016**

**Tableau Software, Inc.**

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

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

**001-35925**  
**(Commission**  
  
**File Number)**

**47-0945740**  
**(IRS Employer**  
  
**Identification No.)**

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**837 North 34th Street, Suite 200**

**Seattle, Washington**  
**(Address of principal executive offices)**

**98103**  
**(Zip Code)**

Registrant's telephone number, including area code: **(206) 633-3400**

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))

## Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 12, 2016, at the 2016 Annual Meeting of Stockholders (the *Annual Meeting*) of Tableau Software, Inc. (the *Company*), the *Company*'s stockholders approved an amendment to the *Company*'s 2013 Equity Incentive Plan (the *Amended 2013 Plan*) to set limits on the total value of equity and cash compensation that may be paid to the *Company*'s non-employee directors during any one calendar year. Approval of the *Amended 2013 Plan* also constituted approval of the terms and conditions of the *Amended 2013 Plan* that permit the *Company* to grant awards under the *Amended 2013 Plan* that may qualify as performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The *Amended 2013 Plan* became effective immediately upon stockholder approval at the *Annual Meeting*.

A more detailed summary of the material features of the *Amended 2013 Plan* is set forth in the *Company*'s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on March 31, 2016 (the *Proxy Statement*). Each of that summary and the foregoing description is qualified in its entirety by reference to the text of the *Amended 2013 Plan*, a copy of which is attached as Exhibit 10.1 hereto and is incorporated into this Item 5.02 by reference.

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

On May 12, 2016, the *Company* held its *Annual Meeting* at Lake Washington Rowing Club, 910 North Northlake Way, Seattle, Washington 98103. At the *Annual Meeting*, the *Company*'s stockholders voted on four proposals, each of which is described in more detail in the *Company*'s *Proxy Statement*. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter.

*Proposal 1.* Stockholders elected each of the two nominees for Class III director to serve until the *Company*'s 2019 *Annual Meeting* of Stockholders or until his respective successor has been duly elected and qualified. The voting results were as follows:

| Director Name      | Votes For   | Votes Withheld | Broker Non-Votes | Percentage of Votes in Favor |
|--------------------|-------------|----------------|------------------|------------------------------|
| Christian Chabot   | 225,498,161 | 2,209,509      | 8,011,682        | 99.03%                       |
| Christopher Stolte | 226,333,229 | 1,374,441      | 8,011,682        | 99.40%                       |

*Proposal 2.* Stockholders approved, on an advisory basis, the compensation of the *Company*'s named executive officers. The voting results were as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-------------|---------------|-------------|------------------|------------------------------|
| 227,240,053 | 445,789       | 21,828      | 8,011,682        | 99.80%                       |

*Proposal 3.* Stockholders approved the *Company*'s *Amended 2013 Plan*. The voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes | Percentage of Votes in Favor |
|-----------|---------------|-------------|------------------|------------------------------|
|-----------|---------------|-------------|------------------|------------------------------|

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|             |            |        |           |        |
|-------------|------------|--------|-----------|--------|
| 200,983,834 | 26,707,280 | 16,556 | 8,011,682 | 88.27% |
|-------------|------------|--------|-----------|--------|

*Proposal 4.* Stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016. The voting results were as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> | <b>Percentage of<br/>Votes in Favor</b> |
|------------------|----------------------|--------------------|-------------------------|---|
| 232,710,680      | 2,536,750            | 471,922            |                         | 98.92%                                  |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 Tableau Software, Inc. 2013 Equity Incentive Plan, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Tableau Software, Inc.**

Dated: May 13, 2016

By: /s/ Keenan M. Conder  
Keenan M. Conder  
Vice President, General Counsel and Corporate  
Secretary

**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 10.1                  | Tableau Software, Inc. 2013 Equity Incentive Plan, as amended. |