

VMWARE, INC.

FORM 8-K (Current report filing)

Filed 07/24/18 for the Period Ending 07/19/18

Address	3401 HILLVIEW AVENUE PALO ALTO, CA, 94304
Telephone	(650) 427-5000
CIK	0001124610
Symbol	VMW
SIC Code	7372 - Services-Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	01/31

**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): July 19, 2018

VMWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33622
(Commission
File Number)

94-3292913
(IRS Employer
Identification Number)

3401 Hillview Avenue, Palo Alto, CA
(Address of Principal Executive Offices)

94304
(Zip code)

Registrant's telephone number, including area code: (650) 427-5000

N/A
(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))

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.

VMware held its Annual Meeting of Stockholders on July 19, 2018 (the “**Annual Meeting**”). At the Annual Meeting, the stockholders of the Company (1) elected the three Class II, Group I director nominees to each serve a three-year term expiring at the 2021 Annual Meeting of Stockholders; (2) approved, on an advisory basis, the compensation of the Company’s named executive officers; and (3) ratified the selection by the Audit Committee of the Company’s Board of Directors of PricewaterhouseCoopers LLP to serve as the Company’s independent auditors for the fiscal year ending February 1, 2019.

The results of the voting for each of the above proposals is as follows:

1. Election of Class II, Group I directors:

	Class	For	Against	Abstain	Broker Non-Votes
<u>Class II, Group I:</u>					
Michael Brown	Class B	3,000,000,000	0	0	0
Karen Dykstra	Class B	3,000,000,000	0	0	0
Patrick Gelsinger	Class B	3,000,000,000	0	0	0

2. Non-binding advisory vote on the compensation of the Company’s named executive officers:

Class	For	Against	Abstain	Broker Non-Votes
Class A	66,303,277	7,251,907	111,489	15,728,856
Class B	3,000,000,000	0	0	0

3. Ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent auditors for the fiscal year ending February 1, 2019:

Class	For	Against	Abstain	Broker Non-Votes
Class A	88,317,460	1,006,682	71,387	0
Class B	3,000,000,000	0	0	0

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: July 24, 2018

VMware, Inc.

By: /s/ Craig Norris

Craig Norris

Vice President, Deputy General Counsel and Assistant Secretary