

COMMVAULT SYSTEMS INC
Form 8-K
August 19, 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
August 18, 2016

Date of Report (Date of earliest event reported)

Commission file number: 1-33026

COMMVAULT SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware 22-3447504
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

1 Commvault Way, Tinton Falls, New Jersey
07724
(Address of principal executive offices)
(Zip Code)
(732) 870-4000
(Registrant's telephone number, including area code)

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))
-

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

(e) At the Commvault Systems, Inc. (the “Company”) fiscal 2016 Annual Meeting of Stockholders, the Company’s stockholders approved the Commvault Systems, Inc. Omnibus Incentive Plan (the “Incentive Plan”), pursuant to which the Company may grant awards to its officers, employees, directors, consultants, independent contractors and agents and those of its affiliates. The Incentive Plan includes provisions that are currently common in the market and enables the Company to grant a broader spectrum of awards that are performance-based for purposes of section 162(m) of the Internal Revenue Code of 1986, as amended. Awards that may be granted under the Incentive Plan include stock options, stock appreciation rights, full value awards (including restricted stock, restricted stock units, performance shares or units and other stock-based awards) and cash-based awards. The Company has reserved 2,800,000 shares of its Common Stock for issuance under the Incentive Plan.

A more complete description of the Incentive Plan is contained in the Company’s proxy statement, dated July 1, 2016, as filed with the Securities and Exchange Commission (“Proxy Statement”), under the heading “Proposal 3 – Approval of Commvault Systems, Inc. Omnibus Incentive Plan,” which is incorporated herein by reference. The descriptions of the Incentive Plan set forth herein and in the Proxy Statement are qualified in their entirety by reference to the complete text of the Incentive Plan, which is incorporated herein by reference to Exhibit 1 of the Company’s Proxy Statement.

Item 5.07 Submission of Matters to a vote of Security Holders

On August 18, 2016, the Company held its fiscal 2016 Annual Meeting of Stockholders, at which the Company’s stockholders voted (1) on the election of four Class I Directors for a term to expire at the 2019 Annual Meeting of Stockholders, (2) on the ratification of the appointment of Ernst & Young LLP as the Company’s independent public accountants for the fiscal year ending March 31, 2017, (3) approval of the Incentive Plan and (4) on a non-binding, advisory basis, on executive compensation. The vote on such matters was as follows

1. Election of directors

Election of Armando

Geday:

For Against Abstain Broker Non-Vote

37,314,730 1,513,176 67,009 3,292,729

Election of F. Robert

Kurimsky:

For Against Abstain Broker Non-Vote

37,324,552 1,502,851 67,512 3,292,729

Election of David F.

Walker:

For Against Abstain Broker Non-Vote

37,824,658 991,927 78,330 3,292,729

Election of Joseph F.

Eazor:

For Against Abstain Broker Non-Vote

37,587,651 1,240,156 67,108 3,292,729

2. Ratify appointment of Ernst & Young LLP as independent public accountants for the fiscal year ending March 31, 2017

For Against Abstain Broker Non-Vote

40,649,019 1,460,320 78,305 0

3. Approval of the Company's 2016 Omnibus Incentive Plan

For Against Abstain Broker Non-Vote

32,045,478 6,843,046 6,391 3,292,729

4. Non-binding, advisory vote, on the Company's executive compensation

For Against Abstain Broker Non-Vote

38,196,630 626,043 72,242 3,292,729

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

10.12 Commvault Systems, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 1 of the Company's Proxy Statement dated July 1, 2016)

EXHIBIT INDEX

Exhibit No. Description

10.12 Commvault Systems, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 1 of the Company's Proxy Statement dated July 1, 2016)

6