

VMWARE, INC.
Form 8-K
July 24, 2018

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 001-33622 94-3292913
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification Number)

3401 Hillview Avenue, Palo Alto, CA 94304
(Address of Principal Executive Offices) (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 |
|--------------------|---------|---------------|---------|---------|------------------|
| Class II, Group I: | | | | | |
| Michael Brown | Class B | 3,000,000,000 | 0 | 0 | |
| Karen Dykstra | Class B | 3,000,000,000 | 0 | 0 | |
| Patrick Gelsinger | Class B | 3,000,000,000 | 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 | |

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 | |

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