

Dolby Laboratories, Inc.  
Form 8-K  
February 06, 2015

**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): February 3, 2015**

**DOLBY LABORATORIES, INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-32431**  
**(Commission**

**File Number)**  
**100 Potrero Avenue**

**90-0199783**  
**(IRS Employer**

**Identification No.)**

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**San Francisco, CA 94103-4813**

**(Address of principal executive offices) (Zip Code)**

**(415) 558-0200**

**(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 (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.**

5.02(e)

At the Dolby Laboratories, Inc. (the Company) 2015 Annual Meeting of Stockholders (the Annual Meeting), held on February 3, 2015, at the Company's principal executive offices located at 100 Potrero Avenue, San Francisco, California, 94103, the Company's stockholders approved an amendment and restatement of the Company's 2005 Stock Plan.

The terms and conditions of the Company's 2005 Stock Plan are described in the Company's Proxy Statement for the Annual Meeting, filed with the Securities and Exchange Commission on December 23, 2014. The Company's executive officers are eligible to participate in the 2005 Stock Plan. The 2005 Stock Plan is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

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

5.07(a) and (b)

The information set forth in Item 5.02(e) above is incorporated by reference herein. At the Annual Meeting, the Company's stockholders:

1. Elected nine directors to serve until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
2. Approved an amendment and restatement of the Company's 2005 Stock Plan;
3. Approved an advisory vote to approve the compensation of the Company's named executive officers; and
4. Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending September 25, 2015.

Each share of the Company's Class A common stock is entitled to one vote, and each share of the Company's Class B common stock is entitled to ten votes, on all matters submitted to a vote of stockholders at the Annual Meeting. The Class A common stock and Class B common stock vote together as a single class on all matters submitted to a vote of stockholders at the Annual Meeting. At the Annual Meeting, the holders of Class A common stock and Class B common stock voted as follows:

**Proposal 1** Election of directors:

Director	Votes For	Votes Withheld	Broker Non-Votes
Kevin Yeaman	550,227,930	365,487	5,056,093
Peter Gotcher	548,624,402	1,969,015	5,056,093
Micheline Chau	549,952,929	640,488	5,056,093

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David Dolby	549,336,431	1,256,986	5,056,093
Nicholas Donatiello, Jr.	545,909,091	4,684,326	5,056,093
Bill Jasper	549,433,892	1,159,525	5,056,093
Simon Segars	550,343,607	249,810	5,056,093
Roger Siboni	546,338,782	4,254,635	5,056,093
Avadis Tevanian, Jr.	546,506,082	4,087,335	5,056,093

All director nominees were duly elected.

**Proposal 2** Approval of an amendment and restatement of the Company's 2005 Stock Plan:

Votes For	Votes Against	Abstentions	Broker Non-Votes
526,851,188	23,719,371	22,858	5,056,093

Proposal 2 was approved.

**Proposal 3** Approval of an advisory vote to approve the compensation of the Company's named executive officers:

Votes For	Votes Against	Abstentions	Broker Non-Votes
520,485,479	29,942,542	165,396	5,056,093

Proposal 3 was approved.

**Proposal 4** Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending September 25, 2015:

Votes For	Votes Against	Abstentions
553,225,473	2,060,524	363,513

Proposal 4 was approved.

**Section 9 - Financial Statements and Exhibits**

**ITEM 9.01 Financial Statements and Exhibits.**  
**(d) Exhibits.**

Exhibit No.	Description
10.1	Dolby Laboratories, Inc. 2005 Stock Plan (as amended and restated on February 3, 2015)

**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.

**DOLBY LABORATORIES, INC.**

By: /s/ Andy Sherman  
Andy Sherman

Executive Vice President, General  
Counsel  
and Secretary

Date: February 6, 2015

**EXHIBIT INDEX**

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