

PTC INC.  
Form 8-K  
March 09, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) March 4, 2015

PTC Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts  
(State or Other Jurisdiction of Incorporation)

0-18059  
(Commission File Number)

04-2866152  
(IRS Employer Identification No.)

140 Kendrick Street  
Needham, Massachusetts  
(Address of Principal Executive Offices)

02494-2714  
(Zip Code)

(781) 370-5000  
(Registrant's Telephone Number, Including Area Code)

(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))



## Section 5 – Corporate Governance and Management

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

The Annual Meeting of Stockholders was held on March 4, 2015. Four proposals were before the meeting:

- Elect seven directors to serve until the 2016 Annual Meeting of Stockholders;
- Advisory vote to approve the compensation of our named executive officers;
- Vote to re-approve the performance goals under the 2009 Executive Cash Incentive Performance Plan;
- Advisory vote to confirm the selection of PricewaterhouseCoopers LLP as PTC's independent registered public accounting firm for the 2015 fiscal year.

The votes with respect to the proposals are set forth below.

## Elect Seven Directors to Serve until the 2016 Annual Meeting of Stockholders

|                  | For        | Withheld | Broker Non-Votes |
|------------------|------------|----------|------------------|
| Thomas Bogan     | 98,896,804 | 121,813  | 5,931,331        |
| Janice Chaffin   | 98,901,429 | 117,188  | 5,931,331        |
| Donald Grierson  | 98,098,298 | 920,319  | 5,931,331        |
| James Heppelmann | 98,874,357 | 144,260  | 5,931,331        |
| Paul Lacy        | 98,804,556 | 214,061  | 5,931,331        |
| Robert Schechter | 98,807,573 | 211,044  | 5,931,331        |
| Renato Zambonini | 98,802,380 | 216,237  | 5,931,331        |

## Advisory Vote to Approve the Compensation of Our Named Executive Officers

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 93,745,681 | 2,655,368 | 2,617,568 | 5,931,331        |

## Re-Approve the Performance Goals under the 2009 Executive Cash Incentive Performance Plan.

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 92,943,960 | 3,461,569 | 2,613,088 | 5,931,331        |

## Advisory Vote to Confirm the Selection of PricewaterhouseCoopers LLP as PTC's Independent Registered Public Accounting Firm for the 2015 Fiscal Year

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 103,547,722 | 1,379,747 | 22,479  | —                |



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.

PTC Inc.

Date: March 9, 2015

By: /s/ Aaron C. von Staats  
Aaron C. von Staats  
General Counsel & Secretary