

F5 NETWORKS INC
Form 8-K
March 16, 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

Date of Report (Date of Earliest Event Reported):
March 16, 2016 (March 10, 2016)
F5 Networks, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Washington | 000-26041 | 91-1714307 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

401 Elliott Avenue West
Seattle, WA 98119
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (206) 272-5555

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:

- 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On March 10, 2016, at the Annual Meeting of Shareholders for fiscal year 2015 (the "Annual Meeting"), the shareholders of F5 Networks, Inc. (the "Company") voted on the election of nine directors to hold office until the annual meeting of shareholders for fiscal year 2016 and until their successors are elected and qualified; the ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for fiscal year 2016; and an advisory vote regarding approval of the compensation of the Company's named executive officers.

A total of 60,669,259 shares of the Company's common stock outstanding and entitled to vote were present at the meeting in person or by proxy at the Annual Meeting. The voting results were as follows:

Item 1: Election of nine directors:

| Name of Director | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| A. Gary Ames | 53,705,424 | 1,138,360 | 42,666 | 5,782,809 |
| Sandra E. Bergeron | 54,139,623 | 704,569 | 42,258 | 5,782,809 |
| Deborah L. Bevier | 54,081,553 | 763,997 | 40,900 | 5,782,809 |
| Jonathan C. Chadwick | 54,115,852 | 726,659 | 43,939 | 5,782,809 |
| Michael L. Dreyer | 54,128,942 | 713,805 | 43,703 | 5,782,809 |
| Alan J. Higginson | 53,615,256 | 1,212,363 | 58,831 | 5,782,809 |
| Peter S. Klein | 54,049,744 | 793,168 | 43,538 | 5,782,809 |
| John McAdam | 54,139,656 | 706,183 | 40,611 | 5,782,809 |
| Stephen M. Smith | 54,122,552 | 722,228 | 41,670 | 5,782,809 |

Item 2: Advisory vote on compensation of the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 48,184,408 | 6,613,789 | 88,253 | 5,782,809 |

Item 3: Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2016:

| For | Against | Abstain |
|------------|---------|---------|
| 59,956,902 | 642,170 | 70,187 |

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.

F5 NETWORKS, INC.
(Registrant)

Date: March 16, 2016

By: /s/ Scot F. Rogers
Scot F. Rogers
Executive Vice President and General
Counsel