

PEGASYSTEMS INC
Form 8-K
June 29, 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): June 28, 2018

Pegasystems Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-11859

Massachusetts
(State or other jurisdiction

of incorporation)

04-2787865
(IRS Employer

Identification No.)

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One Rogers Street, Cambridge, Massachusetts 02142

(Address of principal executive offices, including zip code)

617-374-9600

(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:

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

The 2018 Annual Meeting of Stockholders of Pegasystems Inc. (the Company) was held on June 28, 2018. At the Annual Meeting, the following items were presented to the stockholders of the Company for their approval, and approved by the indicated votes:

1. To elect the seven nominees named in the Company's definitive proxy statement to serve on the Company's Board of Directors until its 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of stockholders as follows:

| | Peter Gyenes | Richard Jones | Dianne Ledingham | James O Halloran | Sharon Rowlands | Alan Trefler | Larry Weber |
|------------------|---------------------|----------------------|-------------------------|-------------------------|------------------------|---------------------|--------------------|
| FOR | 66,222,711 | 66,084,869 | 66,405,237 | 66,254,501 | 66,378,774 | 65,359,881 | 65,175,867 |
| AGAINST | 625,975 | 762,819 | 443,741 | 592,575 | 470,064 | 1,495,215 | 1,671,609 |
| ABSTAIN | 13,465 | 14,463 | 13,173 | 15,075 | 13,313 | 7,055 | 14,675 |
| NON VOTES | 6,054,932 | 6,054,932 | 6,054,932 | 6,054,932 | 6,054,932 | 6,054,932 | 6,054,932 |

2. To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers. The compensation of the Company's named executive officers was approved on a non-binding advisory basis by a vote of stockholders as follows:

| | Executive Compensation |
|------------------|-------------------------------|
| FOR | 65,949,551 |
| AGAINST | 872,290 |
| ABSTAIN | 40,310 |
| NON VOTES | 6,054,932 |

3. To ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The proposal was approved by a vote of stockholders as follows:

| | Auditors |
|----------------|-----------------|
| FOR | 72,004,624 |
| AGAINST | 842,658 |
| ABSTAIN | 69,801 |

Signature(s)

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.

Pegasystems Inc.

Date: June 29, 2018

By: /s/ Matthew J. Cushing
Matthew J. Cushing
Vice President, Chief Commercial Officer, General
Counsel and Secretary