

ADOBE INC.
Form 8-K
April 12, 2019

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): April 12, 2019 (April 11, 2019)

Adobe Inc.

(Exact name of Registrant as specified in its charter)

Delaware

0-15175

77-0019522

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

345 Park Avenue

San Jose, California 95110-2704

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (408) 536-6000

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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) 2019 Equity Incentive Plan

On April 11, 2019, at the Annual Meeting of the Company, the Company's stockholders approved the Adobe Inc. 2019 Equity Incentive Plan (the "2019 Plan"), as described in our Proxy Statement, to replace the Adobe Systems Incorporated 2003 Equity Incentive Plan, as amended. The 2019 Plan previously had been approved, subject to stockholder approval, by the Executive Compensation Committee of the Board.

A summary of the 2019 Plan is set forth in our Proxy Statement. That summary and the foregoing description of the 2019 Plan are qualified in their entirety by reference to the text of the 2019 Plan, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

At the Annual Meeting, held on April 11, 2019, the Company's stockholders approved proposals one through four listed below and did not approve proposal five, a stockholder proposal regarding a median gender pay report. The final results for the votes regarding each proposal are set forth in the following tables. Each of these proposals is described in detail in the Company's Proxy Statement.

1. Elect eleven members of the Board of Directors, each to serve for a one-year term:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|-------------|---------------|-------------|------------------|
| Amy Banse | 387,920,675 | 2,217,526 | 488,837 | 47,226,117 |
| Frank Calderoni | 298,358,695 | 91,758,888 | 509,455 | 47,226,117 |
| James Daley | 367,397,537 | 17,006,119 | 6,223,382 | 47,226,117 |
| Laura Desmond | 389,521,492 | 704,529 | 4,011,017 | 47,226,117 |
| Charles Geschke | 385,854,441 | 4,387,560 | 385,037 | 47,226,117 |
| Shantanu Narayen | 373,172,310 | 15,216,203 | 2,238,525 | 47,226,117 |
| Kathleen Oberg | 389,883,374 | 341,493 | 402,171 | 47,226,117 |
| Dheeraj Pandey | 388,360,778 | 1,846,037 | 420,223 | 47,226,117 |
| David Ricks | 350,894,766 | 39,216,319 | 515,953 | 47,226,117 |
| Daniel Rosensweig | 388,052,105 | 2,163,210 | 411,723 | 47,226,117 |
| John Warnock | 385,839,440 | 4,417,326 | 370,272 | 47,226,117 |

2. Approve a new 2019 Equity Incentive Plan to replace our 2003 Equity Incentive Plan.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 361,720,920 | 28,466,459 | 439,659 | 47,226,117 |

3. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending on November 29, 2019.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 424,399,922 | 12,925,780 | 527,453 | — |

4. Approve, on an advisory basis, the compensation of our named executive officers.

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| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 365,644,901 | 24,243,840 | 738,297 | 47,226,117 |

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5. Consider and vote upon a stockholder proposal regarding a median gender pay report.

| | | | |
|-------------|---------------|-------------|------------------|
| Votes For | Votes Against | Abstentions | Broker Non-Votes |
| 125,585,458 | 251,533,314 | 13,508,266 | 47,226,117 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Exhibit Description | Incorporated by Reference** | | | Filed Herewith |
|-------------------|-----------------------------------|-----------------------------|-------------|----------------|-------------------|
| | | Form | Filing Date | Exhibit Number | |
| 10.1 | <u>2019 Equity Incentive Plan</u> | | | | X |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADOBE INC.

Date: April 12, 2019 By: /s/ Dana Rao

Dana Rao

Executive Vice President, General Counsel & Corporate Secretary