

SALESFORCE COM INC
Form 8-K
June 13, 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

June 12, 2018

Date of report (date of earliest event reported)

salesforce.com, inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-32224
(Commission

File Number)

94-3320693
(IRS Employer

Identification Number)

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The Landmark @ One Market, Suite 300

San Francisco, CA 94105

(Address of principal executive offices)

Registrant's telephone number, including area code: (415) 901-7000

N/A

(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 13A.

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

salesforce.com, inc. (the Company) held its 2018 Annual Meeting of Stockholders on June 12, 2018 (the Meeting). The proposals considered at the Meeting are described in the Company's 2018 Proxy Statement filed with the Securities and Exchange Commission (the Proxy Statement), and the final voting results are set forth below:

1. Election of directors:

| | For | Against | Abstain | Broker Non-Votes |
|-------------------|-------------|----------------|----------------|-------------------------|
| Marc Benioff | 590,671,437 | 7,635,117 | 1,464,248 | 64,398,180 |
| Keith Block | 588,316,657 | 11,056,839 | 397,306 | 64,398,180 |
| Craig Conway | 593,938,626 | 5,402,602 | 429,574 | 64,398,180 |
| Alan Hassenfeld | 581,913,742 | 17,435,496 | 421,564 | 64,398,180 |
| Neelie Kroes | 598,904,141 | 457,260 | 409,401 | 64,398,180 |
| Colin Powell | 598,225,331 | 1,146,500 | 398,971 | 64,398,180 |
| Sanford Robertson | 574,369,548 | 18,727,527 | 6,673,727 | 64,398,180 |
| John V. Roos | 597,678,888 | 1,612,508 | 479,406 | 64,398,180 |
| Bernard Tyson | 576,388,283 | 22,913,045 | 469,474 | 64,398,180 |
| Robin Washington | 592,019,760 | 7,285,269 | 465,773 | 64,398,180 |
| Maynard Webb | 591,657,321 | 7,674,268 | 439,213 | 64,398,180 |
| Susan Wojcicki | 599,226,063 | 139,852 | 404,887 | 64,398,180 |

2. Amendment and restatement of the Company's Certificate of Incorporation:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 598,329,916 | 1,033,472 | 407,414 | 64,398,180 |

3. Amendment and restatement of the Company's 2013 Equity Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 549,740,426 | 49,533,940 | 496,436 | 64,398,180 |

4. Ratification of Ernst & Young LLP as the Company's independent auditor for fiscal 2019:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 624,145,724 | 39,557,672 | 465,586 | 0 |

5. Advisory approval of the fiscal 2018 compensation of the named executive officers:

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| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 587,490,482 | 11,181,441 | 1,098,879 | 64,398,180 |

6. Stockholder proposal to eliminate supermajority voting requirements:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-------------------------|
| 479,465,832 | 119,465,065 | 839,905 | 64,398,180 |

7. Stockholder proposal to report on the Company's criteria for investing in, operating in and withdrawing from high-risk regions:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 6,226,119 | 586,451,347 | 7,093,336 | 64,398,180 |

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

As reported above, at the Meeting, the Company's stockholders approved amendments to the Company's 2013 Equity Incentive Plan (the Amended Plan) to increase the number of shares authorized for grant by 40 million. The amendments also made certain other changes to the plan in light of the Tax Cuts and Jobs Act and its impact on Section 162(m) of the Internal Revenue Code of 1986. The Amended Plan is described in more detail in the Proxy Statement.

The foregoing description and the summary contained in the Proxy Statement does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended Plan, which is attached hereto as Exhibit 10.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As reported above, at the Meeting, the Company's stockholders approved the amendment and restatement of the Company's Certificate of Incorporation (the Amended Certificate) to allow one or more stockholders who own at least 15% of the Company's common stock and who satisfy certain procedures to require that the Company call a special meeting of the stockholders. The Amended Certificate became effective upon its filing with the Secretary of State of the State of Delaware on June 13, 2018. Prior to the filing of the Amended Certificate, the stockholders did not have the ability to require that the Company call a special meeting of the stockholders.

In addition, in connection with stockholder approval of the Amended Certificate, the Board amended Article I of the Company's bylaws (the Bylaws), effective June 13, 2018, to (1) specify the information required to be provided in connection with a stockholder's request to call a special meeting, (2) define ownership for purposes of the net long ownership standard under the Amended Certificate, and (3) set forth additional procedures and conditions applicable to stockholders' ability to request that the Company call a special meeting.

The foregoing description is qualified in its entirety by reference to the full text of the Amended Certificate and Bylaws, which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 3.1 | Amended and Restated Certificate of Incorporation of salesforce.com, inc |
| 3.2 | Amended and Restated Bylaws of salesforce.com, inc. |
| 10.1 | Amended and Restated 2013 Equity Incentive Plan |

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|-----------------------|---|
| 3.1 | <u>Amended and Restated Certificate of Incorporation of salesforce.com, inc</u> |
| 3.2 | <u>Amended and Restated Bylaws of salesforce.com, inc.</u> |
| 10.1 | <u>Amended and Restated 2013 Equity Incentive Plan</u> |

SIGNATURE

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.

Dated: June 13, 2018

salesforce.com, inc.

/s/ Amy Weaver

Amy Weaver

President, Legal, General Counsel and
Secretary