

Ubiquiti Networks, Inc.  
Form 8-K  
November 02, 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): November 1, 2018

UBIQUITI NETWORKS, INC.  
(Exact name of registrant as specified in its charter)

001-35300	Delaware	32-0097377
(Commission	(State or jurisdiction of incorporation)	(I.R.S. Employer
File Number)		Identification No.)

685 Third Avenue, 27th Floor  
New York, New York 10017  
(Address of principal executive offices, including zip code)

(646) 780-7958  
(Registrant's telephone number, including area code)

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:

☐ 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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

(a)

On November 1, 2018, the Board of Directors (the "Board") of Ubiquiti Networks, Inc. (the "Company") approved an amendment to the Company's Amended and Restated Bylaws (the "Bylaws") to implement a forum selection bylaw (the "Bylaw Amendment"). The Bylaw Amendment provides that, unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, other employee or stockholder of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware (the "DGCL"), the Company's certificate of incorporation or Bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine.

The foregoing summary is qualified in its entirety by reference to the Bylaws, as amended by the Bylaw Amendment, which is filed as Exhibit 3.1 to this Current Report and incorporated by reference herein.

Item 9.01 Financial  
Statements  
and  
Exhibits.

Exhibit No. Description

<u>3.1</u>	Amendment No. 1 to the Amended and Restated Bylaws of Ubiquiti Networks, Inc., effective November 1, 2018.
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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.

UBIQUITI NETWORKS, INC.

November 2, 2018    By:    /s/ Robert J. Pera  
Name: Robert J. Pera  
Title: Chief Executive Officer