

PLANTRONICS INC /CA/
Form 8-K
August 03, 2015

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):
July 30, 2015

PLANTRONICS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware	1-12696	77-0207692
(State or Other Jurisdiction of Incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)

345 Encinal Street
Santa Cruz, California 95060
(Address of Principal Executive Offices including Zip Code)

(831) 426-5858
(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))

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

On July 30, 2015, at the Annual Meeting (as defined below) of Plantronics, Inc. ("Company"), the Company's stockholders approved an amendment to the Company's 2003 Stock Plan ("Plan") increasing the number of shares of common stock issuable thereunder by 1,000,000.

A copy of the Plan, as amended and restated is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company's 2015 Annual Meeting of Stockholders ("Annual Meeting") was held on July 30, 2015. At the Annual Meeting, 35,660,227 shares of common stock of the Company were present in person or by proxy.

At the Annual Meeting, the Company's stockholders voted on the following proposals: (1) elect seven directors; (2) approve an amendment to the Company's 2003 Stock Plan ("Plan") increasing the number of shares of common stock issuable thereunder by 1,000,000; (3) ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2016; and (4) approve, on an advisory basis, the compensation of the Company's named executive officers.

The results of the voting were as follows:

Proposal No. 1: The following directors were elected to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified:

Nominee	For	Against	Abstain	Broker Non-Votes
Marv Tseu	33,378,584	306,062	7,566	1,968,015
Ken Kannappan	33,498,796	188,567	4,849	1,968,015
Brian Dexheimer	33,402,762	279,854	9,596	1,968,015
Robert Hagerty	33,449,393	233,012	9,807	1,968,015
Gregg Hammann	33,544,051	138,354	9,807	1,968,015
John Hart	33,446,092	236,119	10,001	1,968,015
Marshall Mohr	33,540,196	142,745	9,271	1,968,015

Proposal No. 2: The results of the vote to approve the amendment to the Company's Plan were:

For	Against	Abstain	Broker Non-Votes
22,009,158	11,669,660	13,394	1,968,015

Proposal No. 3: The results of the vote on ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2016 were:

For	Against	Abstain	Broker Non-Votes
35,500,947	155,677	3,603	—

Proposal No. 4: The results of the advisory vote to approve the compensation of the Company's named executive officers were:

For	Against	Abstain	Broker Non-Votes
31,575,477	2,097,456	19,279	1,968,015

Item 9.01 Financial Statements and Exhibits

The following exhibits are filed as part of this report.

Exhibit Number	Description
<u>10.1</u>	<u>Plantronics, Inc. 2003 Stock Plan, as amended and restated.</u>

SIGNATURE

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.

Date: August 3, 2015

PLANTRONICS, INC.

By:	/s/ Richard R. Pickard
Name:	Richard R. Pickard
Title:	Vice President - Legal, General Counsel and Secretary