

ANSYS INC  
Form 8-K  
May 23, 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): May 18, 2018**

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ANSYS, INC.

**(Exact Name of Registrant as Specified in its Charter)**

|                                        |                     |                       |
|----------------------------------------|---------------------|-----------------------|
| <b>Delaware</b>                        | <b>0-20853</b>      | <b>04-3219960</b>     |
| <b>(State or Other Jurisdiction of</b> | <b>(Commission</b>  | <b>(I.R.S.</b>        |
| <b>Incorporation)</b>                  | <b>File Number)</b> | <b>Employer</b>       |
|                                        |                     | <b>Identification</b> |
|                                        |                     | <b>No.)</b>           |

**2600 ANSYS Drive, Canonsburg, PA 15317**

**(Address of Principal Executive Offices) (Zip Code)**

**(Registrant's Telephone Number, Including Area Code) (724) 746-3304**

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 Company held its Annual Meeting of Stockholders on May 18, 2018 to consider and vote on the matters listed below. The proposals are described in detail in the Proxy Statement of the Company dated April 6, 2018 as filed with the Securities and Exchange Commission. The final voting results from the meeting are set forth below.

**ANSYS Proposal 1: Election of Directors**

Having received a majority of the votes cast in accordance with the Company's Restated Certificate of Incorporation, the individuals named below were each elected to serve as directors of the Company for three-year terms expiring in 2021.

| Name              | Votes For  | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-------------------|------------|------------------|-------------|---------------------|
| Guy E. Dubois     | 72,092,618 | 730,974          | 129,048     | 3,713,341           |
| Alec D. Gallimore | 72,655,663 | 280,060          | 16,917      | 3,713,341           |

**ANSYS Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm**

Having received a majority of the votes cast as set forth below and in accordance with ANSYS' By-Laws, the selection of Deloitte & Touche LLP as ANSYS' independent registered public accounting firm for the 2018 fiscal year was ratified.

| Votes For  | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|------------|------------------|-------------|---------------------|
| 74,377,202 | 2,266,486        | 22,293      | 0                   |

**ANSYS Proposal 3: Non-Binding, Advisory Vote on the Compensation of Named Executive Officers**

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Having received a majority of the votes from shares present in person or represented by proxy and entitled to vote thereon at the Company's Annual Meeting, as set forth below, the non-binding advisory vote in favor of the compensation of the Company's named executive officers was approved.

| Votes For  | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|------------|------------------|-------------|---------------------|
| 69,615,568 | 3,296,742        | 40,330      | 3,713,341           |

SIGNATURES

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.

ANSYS, INC.

Date: May 23, 2018 By: /s/ Janet Lee

Janet Lee

Vice President, General Counsel and Secretary