

Mimecast Ltd  
Form 8-K  
October 09, 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): October 4, 2018**

**MIMECAST LIMITED**  
**(Exact name of registrant as specified in its charter)**

**Bailiwick of Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-37637**  
**(Commission**

**File Number)**  
**CityPoint, One Ropemaker Street, Moorgate**

**Not Applicable**  
**(I.R.S. Employer**

**Identification No.)**

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**London EC2Y 9AW**

**United Kingdom, EC2Y9AW**

**(Address of principal executive offices) (Zip code)**

**(781) 996-5340 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))

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

On October 4, 2018, Mimecast Limited, a company organized under the laws of the Bailiwick of Jersey, the Channel Islands (the Company), held its 2018 annual general meeting (AGM) of shareholders. There were 60,042,667 outstanding ordinary shares entitled to vote at the AGM as of October 2, 2018, the voting record date. At the AGM, the matters on which the shareholders voted, in person or by proxy were to:

1. re-elect Peter Bauer as a Class III Director of the Company;
2. re-elect Jeffrey Lieberman as a Class III Director of the Company;
3. re-elect Hagi Schwartz as a Class III Director of the Company;
4. appoint Ernst & Young LLP in the United Kingdom as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the annual general meeting of the Company to be held in 2019;
5. authorise the Board of Directors of the Company to determine the remuneration of the auditors;
6. receive the Company's accounts for the year ended March 31, 2018 together with the directors' report and the auditors' report on those accounts;
7. approve the compensation of the Company's named executive officers as disclosed in the Proxy Statement delivered to shareholders; and
8. approve the submission by the Company of a non-binding, advisory say-on-pay resolution pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, every (a) one year, (b) two years, or (c) three years.

The results of the voting were as follows:

***Election of Directors:***

| <b>Director</b>   | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------|----------------------|-----------------------|-------------------------|
| Peter Bauer       | 42,336,782       | 497,626              | 10,432                | 7,704,550               |
| Jeffrey Lieberman | 41,592,305       | 1,241,708            | 10,827                | 7,704,550               |
| Hagi Schwartz     | 42,446,719       | 387,338              | 10,783                | 7,704,550               |

***Appointment of Ernst & Young LLP as Auditors:***

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-----------------------|-------------------------|
| 50,534,476       | 2,796                | 12,118                | 0                       |

**Authorisation to Determine Remuneration of Auditors:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-----------------------|-------------------------|
| 50,499,483       | 26,862               | 23,045                | 0                       |

**Receipt of Company's Accounts for the Fiscal Year Ended March 31, 2018:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-----------------------|-------------------------|
| 50,500,966       | 5,926                | 42,498                | 0                       |

**Approve the Compensation of the Company's Named Executive Officers:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|-----------------------|-------------------------|
| 42,395,558       | 375,637              | 73,645                | 7,704,550               |

**Approve the Frequency of the Say-on-Pay Resolution:**

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|-----------------------|-------------------------|
| 41,860,014      | 421,305          | 428,208            | 135,313               | 7,704,550               |

Following the AGM, (i) Aron Ain and Stephen Ward continue to serve as Class I Directors of the Company and their term expires at the annual general meeting to be held in 2019; and (ii) Christopher FitzGerald and Neil Murray continue to serve as Class II Directors of the Company and their term expires at the annual general meeting to be held in 2020.

As disclosed above, at the AGM the Company's shareholders voted on a non-binding, advisory resolution regarding the frequency of future advisory resolutions on named executive officer compensation. The Company's shareholders voted for an advisory resolution on named executive officer compensation to be held every year, consistent with the recommendation of the Company's Board of Directors. In response to the voting results and other factors, the Company's Board of Directors determined on October 5, 2018 that the Company will hold an advisory resolution on named executive officer compensation every year. The Company will continue to hold advisory resolutions on named executive officer compensation every year until the Company's Board of Directors decides to hold the next shareholder advisory resolution on the frequency of advisory resolutions, which shall be no later than the Company's annual general meeting to be held in 2024.

**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.

**MIMECAST LIMITED**

Dated: October 9, 2018

By:           /s/ Robert P. Nault          

Robert P. Nault  
Senior Vice President and General

Counsel