

SALESFORCE COM INC
Form 8-K
June 09, 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

June 4, 2015

Date of Report (Date of earliest event reported)

SALESFORCE.COM, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

001-32224
(Commission

File Number)

94-3320693
(I. R. S. Employer

Identification No.)

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The Landmark @ One Market, Suite 300

San Francisco CA 94105

(Address of principal executive offices) (Zip Code)

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))

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

As noted below, on June 4, 2015, the stockholders of the Company approved an amendment to the Company's 2013 Equity Incentive Plan to increase the number of shares authorized for grant by 37 million and an amendment to the Company's 2004 Employee Stock Purchase Plan to increase the number of shares authorized for employee purchase by 7 million. The amended 2013 Equity Incentive Plan and the amended 2004 Employee Stock Purchase Plan are each described in more detail in the Company's 2015 Proxy Statement, which was filed with the Securities and Exchange Commission on April 22, 2015. The foregoing descriptions and the summaries contained in the Company's 2015 Proxy Statement do not purport to be complete and are qualified in their entirety by reference to the full text of the amended 2013 Equity Incentive Plan and the amended 2004 Employee Stock Purchase Plan, which are attached hereto as Exhibits 10.1 and 10.2, respectively.

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

The Company held its 2015 Annual Meeting of Stockholders on June 4, 2015 (the Meeting). The proposals considered at the Meeting are described in detail in the Company's 2015 Proxy Statement. The following proposals were voted upon and the final voting results with respect to each such proposal are set forth below:

1. Elect the following eleven directors, to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|-------------|------------|-----------|------------------|
| Marc Benioff | 553,886,526 | 11,865,962 | 3,074,854 | 42,024,331 |
| Keith Block | 562,393,199 | 4,329,260 | 2,104,883 | 42,024,331 |
| Craig Conway | 553,579,798 | 13,132,266 | 2,115,278 | 42,024,331 |
| Alan Hassenfeld | 558,793,423 | 7,921,950 | 2,111,969 | 42,024,331 |
| Colin Powell | 562,090,724 | 4,633,956 | 2,102,662 | 42,024,331 |
| Sanford Robertson | 557,910,240 | 7,956,752 | 2,960,350 | 42,024,331 |
| John V. Roos | 542,150,277 | 24,558,783 | 2,118,282 | 42,024,331 |
| Lawrence Tomlinson | 559,756,745 | 6,959,490 | 2,111,107 | 42,024,331 |
| Robin Washington | 563,278,031 | 3,439,264 | 2,110,047 | 42,024,331 |
| Maynard Webb | 555,909,416 | 10,805,620 | 2,112,306 | 42,024,331 |
| Susan Wojcicki | 566,188,461 | 537,194 | 2,101,687 | 42,024,331 |

2. Approve the amendment of the Company's 2013 Equity Incentive Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 360,988,618 | 205,668,427 | 2,170,297 | 42,024,331 |

3. Approve the amendment of the Company's 2004 Employee Stock Purchase Plan:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 558,768,350 | 6,774,193 | 3,284,799 | 42,024,331 |

4. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2016:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 563,033,164 | 45,744,833 | 2,073,676 | 0 |

5. Approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's 2015 Proxy Statement:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 298,217,092 | 268,190,709 | 2,419,541 | 42,024,331 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 10.1 Amended and Restated 2013 Equity Incentive Plan and related forms of agreement
- 10.2 Amended and Restated 2004 Employee Stock Purchase Plan

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 9, 2015

salesforce.com, inc.

By: /s/ Burke F. Norton

Name: Burke F. Norton

Title: Executive Vice President and Chief Legal Officer

Exhibit Index

Exhibit

| Number | Exhibit Title |
|---------------|---|
| 10.1 | Amended and Restated 2013 Equity Incentive Plan and related forms of agreements |
| 10.2 | Amended and Restated 2004 Employee Stock Purchase Plan |