

FTD Companies, Inc.
Form 8-K
June 07, 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): June 5, 2018

FTD Companies, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 001-35901 32-0255852
(State or Other jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

3113 Woodcreek Drive
Downers Grove, Illinois 60515
(Address of Principal Executive Offices) (ZIP Code)
Telephone: (630) 719-7800
(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 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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

On June 5, 2018, FTD Companies, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “2018 Annual Meeting”). At the 2018 Annual Meeting, the Company’s stockholders approved an amendment (the “Amendment”) to the FTD Companies, Inc. Third Amended and Restated 2013 Incentive Compensation Plan (as so amended, the “Amended Plan”). Among other things, the Amendment provides for an additional 3,600,000 shares of the Company’s common stock for use under the Amended Plan (such additional shares also subject to the share counting rules and adjustment provisions of the Amended Plan), revises certain share counting provisions, and makes certain other changes, including clarifying and conforming changes.

The Amendment and a summary of material changes are described in Proposal Three of the Company’s definitive proxy statement (the “2018 Proxy Statement”) for the 2018 Annual Meeting, which was filed with the Securities and Exchange Commission (the “Commission”) on April 26, 2018. The descriptions of the Amendment contained herein and in the 2018 Proxy Statement are qualified in their entirety by reference to the full text of the Amendment, which is attached as Exhibit 99.2 to the Company’s Registration Statement on Form S-8 (File No. 333-225446) filed with the Commission on June 5, 2018, and incorporated herein by reference.

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

At the 2018 Annual Meeting, the Company’s stockholders (i) elected three directors as Class II directors, each to hold office for a term to expire at the third annual meeting of stockholders following his or her election until his or her successor is duly elected and qualified or until his or her earlier resignation or removal, (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, and (iii) approved the Amendment. Each of these proposals is described in more detail in the 2018 Proxy Statement.

The matters voted upon at the 2018 Annual Meeting and the results of the votes are as follows:

Proposal One: Election of Directors.

	Votes For	Votes Withheld	Broker Non-Votes
Mir Aamir	24,277,848	65,411	2,365,431
James T. Armstrong	20,754,796	3,588,463	2,365,431
Candace H. Duncan	20,772,913	3,570,346	2,365,431

Proposal Two: Ratification of Independent Registered Public Accounting Firm.

Votes For	Votes Against	Abstentions
26,546,367	113,927	48,396

Proposal Three: Approval of the Amendment.

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,364,800	8,475,592	502,867	2,365,431

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.

FTD COMPANIES, INC.

Dated: June 7, 2018 By: /s/ Steven D. Barnhart

Name: Steven D. Barnhart

Title: Executive Vice President and
Chief Financial Officer