

Identiv, Inc.  
Form 8-K  
May 18, 2016

**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: May 12, 2016**  
**(Date of Earliest Event Reported)**

**Identiv, Inc.**

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

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-29440**  
**(Commission**  
  
**File Number)**

**77-0444317**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**2201 Walnut Avenue, Suite 100, Fremont, California 94538**

**(Address of principal executive offices, including zip code)**

**(949) 250-8888**

**(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 18, 2016, Identiv, Inc. ( the Company ) filed a Certificate of Amendment to its Fourth Amended and Restated Certificate of Incorporation, as amended (the Certificate of Amendment ), with the Secretary of State of the State of Delaware to reduce the number of authorized shares of Common Stock from 130,000,000 to 50,000,000 shares.

As disclosed in Item 5.07 of this Current Report on Form 8-K, at the 2016 Annual Meeting of Stockholders on May 12, 2016 (the Annual Meeting ), the Company s stockholders, by an affirmative vote of at least a majority of the shares of common stock outstanding and entitled to vote on the matters, approved a proposal to effect the decrease in the number of authorized shares of Common Stock.

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

On May 12, 2016, the Company held its 2016 Annual Meeting of Stockholders. The final results for each of the matters submitted to the stockholders at the Company s 2016 Annual Meeting of Stockholders are as follows:

*Proposal 1. The election of one Class II director and one Class III director to serve until the expiration of their terms or until their successors are duly elected and qualified or until they are removed or resign:*

|                            | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|----------------------------|------------|----------------|----------------|-------------------------|
| James E. Ousley (Class II) | 3,614,037  | 745,407        | 107,322        | 3,280,471               |
| Gary Kremen (Class III)    | 3,341,450  | 1,016,059      | 109,257        | 3,280,471               |

*Proposal 2. To approve an amendment to the Company s Restated Certificate of Incorporation to reduce the number of authorized shares of Common Stock from 130,000,000 to 50,000,000 shares:*

|  | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|--|------------|----------------|----------------|-------------------------|
|  | 7,427,551  | 240,934        | 78,752         |                         |

*Proposal 3. To approve the Company s amended and restated 2011 Incentive Compensation Plan:*

|  | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|--|------------|----------------|----------------|-------------------------|
|  | 3,054,692  | 1,301,494      | 110,580        | 3,280,471               |

*Proposal 4. To ratify the appointment of Burr Pilger Mayer, Inc., an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending December 31, 2016:*

|  | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|--|------------|----------------|----------------|-------------------------|
|  | 7,616,827  | 56,239         | 74,171         |                         |

*Proposal 5. To vote on a non-binding advisory resolution on the compensation of the Company s named executive officers:*

|  | <i>For</i> | <i>Against</i> | <i>Abstain</i> | <i>Broker Non-Votes</i> |
|--|------------|----------------|----------------|-------------------------|
|--|------------|----------------|----------------|-------------------------|

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|           |         |         |           |
|-----------|---------|---------|-----------|
| 3,645,347 | 716,740 | 104,679 | 3,280,471 |
|-----------|---------|---------|-----------|

*Proposal 6. To adjourn the meeting, if necessary, to solicit additional proxies:*

| <i><b>For</b></i> | <i><b>Against</b></i> | <i><b>Abstain</b></i> | <i><b>Broker Non-Votes</b></i> |
|-------------------|-----------------------|-----------------------|--------------------------------|
| 6,199,185         | 1,389,012             | 159,040               |                                |

**Item 9.01. Financial Statements and Exhibits**

(d) *Exhibits.*

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 3.1        | Certificate of Amendment to the Fourth Amended and Restated Certificate of Incorporation. |

**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.

Identiv, Inc.

May 18, 2016

By: /s/ Steven Finney  
Steven Finney  
Interim Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
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