



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

Bylaw Amendments

On April 15, 2019, the board of directors (the “Board”) of Medidata Solutions, Inc. (the “Company”) approved amendments to the Company’s Amended and Restated Bylaws (as amended, the “Bylaws”) to implement proxy access. Section 2.15 has been added to permit a stockholder, or group of up to 20 stockholders, owning at least 3% of the Company’s outstanding common stock continuously for three years or more, to nominate and include in the Company’s proxy materials for an annual meeting of stockholders, director nominees constituting up to the greater of (i) two directors or (ii) 20% of the total number of directors then in office, provided that the nominating stockholder(s) and nominee(s) satisfy the requirements specified in the Bylaws. This right is subject to various conditions, procedures and limitations set forth in the Bylaws. Proxy access will be available for stockholders beginning at the Company’s 2020 annual meeting of stockholders.

The amendments also included minor updates to the advance notice provisions in Section 2.14, primarily in order to (1) reflect the adoption of proxy access, (2) apply certain informational requirements to affiliates, associates and other parties acting in concert with the stockholders and any beneficial owners seeking to submit nominations or other business, and (3) add or amend certain defined terms, as well as certain other clarifying, conforming, and technical or non-substantive changes.

The foregoing summary description of certain provisions of the Bylaws is qualified in its entirety by the full text of the Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amended and Restated Bylaws of Medidata Solutions, Inc., as amended on April 15, 2019.

---

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.

Date: April 17, 2019            MEDIDATA SOLUTIONS, INC.

By: /s/ MICHAEL I. OTNER

Name: Michael I. Otner

Title: Executive Vice President, General Counsel and Secretary