Palo Alto Networks Inc
Form 8-K
December 11, 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)
December 7, 2018

PALO ALTO NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-35594 (Commission File Number)	20-2530195 (IRS Employer Identification No.)

3000 Tannery Way
Santa Clara, California 95054
(Address of principal executive office, including zip code)
(408) 753-4000
(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 (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))
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 December 7, 2018, Palo Alto Networks, Inc. (the "Company") held its 2018 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, proxies representing 75,282,009 shares of the Company's common stock, or approximately 79.81% of the total shares entitled to vote, were present in person or by proxy. The matters before the Annual Meeting were described in more detail in the Company's definitive proxy statement (the "Proxy Statement") filed with the United States Securities and Exchange Commission on October 22, 2018.

Proposal One – Election of Directors. The following nominees were elected as Class I directors to serve until the 2021 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.

Nominee	Votes For	Votes Withheld	Broker Non-Votes
John M. Donovan	54,306,525	6,733,046	14,242,438
Mary Pat McCarthy	60,344,492	695,079	14,242,438
Nir Zuk	54,444,278	6,595,293	14,242,438

Proposal Two – Ratification of the Appointment of Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2019 was ratified.

Votes For	Votes Against	Abstentions
74,700,603	522,959	58,447

Proposal Three – Advisory Vote on Executive Compensation. The Company's stockholders cast their votes with respect to an advisory vote on executive compensation as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
12,841,713	47,990,705	207,153	14,242,438

Proposal Four – Advisory Vote on the Frequency of our Future Advisory Votes on Executive Compensation. The Company's stockholders cast their votes with respect to the advisory vote on the frequency of future advisory votes on executive compensation as follows:

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
59,954,096	69,716	952,354	63,405	14,242,438

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.

PALO ALTO NETWORKS, INC.

By: /s/ NIKESH ARORA
Nikesh Arora
Chief Executive Officer

Date: December 11, 2018