

COMMVAULT SYSTEMS INC
Form 8-K
July 20, 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
July 20, 2018 (July 19, 2018)
Date of Report (Date of earliest event reported)
Commission file number: 1-33026
COMMVAULT SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware 22-3447504
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

1 Commvault Way, Tinton Falls, New Jersey
07724
(Address of principal executive offices)
(Zip Code)
(732) 870-4000

(Registrant's telephone number, including area code)

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

As disclosed on Item 1.01 of Commvault Systems Inc.'s (Commvault) Current Report on Form 8-K, as filed with the SEC on April 30, 2018, Commvault entered into a letter agreement (the Agreement) with Elliott Associates, L.P., Elliott International, L.P. and Elliott International Capital Advisors Inc.

Pursuant to the Agreement, on July 19, 2018, each of F. Robert Kurimsky and Armando Geday announced his resignation from the Board of Directors of Commvault (the Board) effective as of July 19, 2018.

Pursuant to the Agreement, on July 19, 2018, the Board appointed (i) Martha H. Bejar as a Class I Director to hold office until Commvault's 2019 Annual Meeting of Stockholders, and (ii) Charles E. Moran as a Class II Director to hold office until Commvault's 2020 Annual Meeting of Stockholders. Each of Ms. Bejar and Mr. Moran has been appointed to the Operations Committee of the Board and Mr. Moran has also been appointed to the CEO Search Committee of the Board and the Audit Committee of the Board. Each of the appointments described in this paragraph are effective as of July 20, 2018.

Each of Ms. Bejar and Mr. Moran will receive an annual director retainer consisting of cash, prorated to reflect their respective partial year terms as directors. In addition, it is anticipated that Ms. Bejar and Mr. Moran will receive a grant of restricted stock units at the 2018 Annual Meeting of Stockholders to be consistent with the equity grant cycle of the other directors. This compensation will be made in accordance with Commvault's non-employee director compensation policy, which is described under the heading "Director Compensation" on pages 36 and 37 of Commvault's proxy statement for its 2018 Annual Meeting of Stockholders, as filed with the SEC on July 6, 2018, and is hereby incorporated by reference herein.

A copy of the press release announcing the resignation of directors F. Robert Kurimsky and Armando Geday and the appointment of directors Martha H. Bejar and Charles E. Moran to the Board is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
<u>99.1</u>	Press Release dated July 19, 2018 announcing the resignation of directors F. Robert Kurimsky and Armando Geday and the appointment of directors Martha H. Bejar and Charles E. Moran to the Commvault Board of Directors
<u>99.2</u>	Pages 36 and 37 from the Commvault Systems, Inc. Schedule 14A Proxy Statement filed with the Securities and Exchange Commission on July 3, 2018

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.

COMMVAULT SYSTEMS, INC.

By: /s/ Warren H. Mondschein

Name: Warren H. Mondschein

Title: VP, General Counsel and Secretary

DATE: July 20, 2018