

EDGEWATER TECHNOLOGY INC/DE/

FORM 8-K (Current report filing)

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Address	200 HARVARD MILL SQUARE SUITE 210 WAKEFIELD, MA 01880
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**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 14, 2017

EDGEWATER TECHNOLOGY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-20971
(Commission File Number)

71-0788538
(I.R.S. Employer Identification Number)

200 Harvard Mill Square Suite 210, Wakefield, Massachusetts 01880
(Address of Principal Executive Offices) (Zip Code)

(781) 246-3343
(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:

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

On June 14, 2017, Edgewater Technology, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”). A copy of the press release issued by the Company in connection with the Annual Meeting is attached hereto as Exhibit 99.1 and is incorporated herein by reference in its entirety.

At the Annual Meeting, the Company’s stockholders voted:

1. to elect the six (6) candidates listed as nominees to the Company’s Board of Directors in the Company’s Proxy Statement dated April 25, 2017 (the “Proxy Statement”), who are Stephen Bova, Matthew Carpenter, Frederick DiSanto, Jeffrey Rutherford, Timothy Whelan and Kurtis Wolf, and who will serve as directors until the Company’s 2018 Annual Meeting or until their successors are duly elected and qualified;
2. to approve the Edgewater Technology, Inc. 2017 Omnibus Incentive Plan (the “2017 Omnibus Plan”)
3. to approve (on a nonbinding, advisory basis) named executive officer compensation;
4. to approve (on a nonbinding, advisory basis) the frequency for holding an advisory vote on named executive officer compensation; and
5. to ratify the appointment of BDO USA, LLP as the Company’s independent registered public accountants to audit the accounts of Edgewater for the fiscal year ending December 31, 2017.

The voting results are set forth in Exhibit 99.2 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Edgewater Technology, Inc. Press Release dated June 15, 2017.
99.2	Report of Matters Voted Upon by Stockholders.

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.

EDGEWATER TECHNOLOGY, INC.

Date: June 15, 2017

By: /s/ Timothy R. Oakes
Timothy R. Oakes
Chief Financial Officer
(Principal Financial and Accounting Officer)

Edgewater Holds 2017 Annual Stockholders' Meeting

WAKEFIELD, Mass., June 15, 2017 (GLOBE NEWSWIRE) -- Edgewater Technology, Inc. (NASDAQ:EDGW), a leading consulting firm that helps business leaders drive transformational change through its unique selection of business and technology services and specialized product-based solutions, held its Annual Stockholders' Meeting on June 14, 2017 in Wakefield, Massachusetts.

At the Annual Meeting, the Company's stockholders were asked:

- To elect six directors to serve until the 2018 Annual Meeting of Stockholders;
- To approve the Edgewater Technology, Inc. 2017 Omnibus Incentive Plan (the "2017 Omnibus Plan");
- To approve (on a non-binding advisory basis) named executive officer compensation;
- To approve (on a non-binding advisory basis) the frequency of holding a vote on named executive officer compensation;
- To ratify the appointment of BDO USA, LLP as the Company's independent registered public accountants for the fiscal year ending December 31, 2017; and
- To transact any other business that may properly come before the Annual Meeting.

The elected six board members include:

- Stephen Bova, an independent business consultant;
- Matthew Carpenter, Chairman and Chief Executive Officer of Vertical Knowledge, LLC;
- Frederick DiSanto, Chief Executive Officer of Ancora Advisors, LLC;
- Jeffrey Rutherford, Chairman, Interim President and Interim CEO of Edgewater;
- Timothy Whelan, Chief Executive Officer of Wireless Telecom Group, Inc.; and
- Kurtis Wolf, Managing Member and Chief Investment Officer of Hestia Capital Management, LLC.

Approximately 85% of all issued and outstanding shares were represented at the Annual Stockholders' Meeting.

Additionally, stockholders approved the 2017 Omnibus Plan, approved the Company's named executive officer compensation, approved a one year frequency for holding a vote on named executive officer compensation, and ratified the appointment of BDO USA, LLP as the Company's independent registered public accountants for the year ending December 31, 2017.

The Company's next Annual Meeting is tentatively planned to be held in June 2018.

About Edgewater

Edgewater (NASDAQ:EDGW) helps business leaders drive transformational change through its unique selection of business and technology services and specialized product-based solutions.

Classic consulting disciplines (such as business advisory, process improvement, organizational change management, M&A due diligence, and domain expertise) are blended with technical services (such as digital transformation, technical roadmaps, data and analytics services, custom development, and system integration) to help organizations get the most out of their existing IT assets while creating new digital business models.

Delivering both on premise and in the cloud, Edgewater partners with Oracle and Microsoft to offer Business Analytics, BI, ERP, and CRM solutions. Edgewater Ranzal, an Oracle Platinum Consulting Partner, provides Business Analytics solutions leveraging Oracle EPM, BI, and Big Data technologies. As an award-winning Microsoft partner, Edgewater Fullscope delivers Dynamics AX ERP, Business Intelligence, and CRM solutions, with a specialty in manufacturing.

Company Contact:
Timothy R. Oakes
Chief Financial Officer
1-781-246-3343

Edgewater Technology, Inc.
2017 Annual Meeting
Report of Matters Voted Upon by Stockholders

1. The 2017 Annual Meeting of Stockholders of Edgewater Technology, Inc. (the “Company”) was held at Edgewater Technology, Inc., 200 Harvard Mill Square, Suite 210, Wakefield, Massachusetts, on June 14, 2017 commencing at 10:00 a.m. pursuant to notice properly given (the “Annual Meeting”).
2. At the close of business on April 17, 2017, the record date for the determination of stockholders entitled to vote at the Annual Meeting, the outstanding voting securities of the Company were 13,421,289 shares of common stock, \$0.01 par value. Each of the outstanding shares was entitled to one vote on the matters to come before the Annual Meeting.
3. At the Annual Meeting 11,341,226, or 85%, of the Company’s issued and outstanding shares of common stock were represented in person or by proxy, constituting a quorum.
4. At the Annual Meeting, each of the following nominees for director received the respective number of votes set forth opposite his or her name, constituting a plurality of the votes cast, and was duly elected as a director of the Company.

<u>Nominee</u>	<u>Number of Votes “FOR”</u>	<u>Number of Votes “WITHHELD”</u>	<u>Broker Non-Votes</u>
Stephen Bova	7,289,053	1,244,254	2,807,919
Matthew Carpenter	7,294,652	1,238,655	2,807,919
Frederick DiSanto	7,265,810	1,267,497	2,807,919
Jeffrey Rutherford	7,293,113	1,240,194	2,807,919
Timothy Whelan	6,610,139	1,923,168	2,807,919
Kurtis Wolf	7,293,663	1,239,644	2,807,919

5. The following table states the tally of the votes cast to approve the 2017 Omnibus Plan.

<u>Votes “FOR”</u>	<u>Votes “AGAINST”</u>	<u>Votes “ABSTAINING”</u>	<u>Broker Non-Votes</u>
6,197,238	1,465,212	870,857	12,807,919

6. The following table states the tally of the votes cast to approve (on a non-binding, advisory basis) the Company's named executive officer compensation.

Votes "FOR"	Votes "AGAINST"	Votes "ABSTAINING"	Broker Non-Votes
7,495,605	573,770	463,932	2,807,919

7. The following table states the tally of the votes cast to approve (on a non-binding, advisory basis) the frequency of holding an advisory vote on named executive officer compensation.

Votes "ONE YEAR"	Votes "TWO YEAR"	Votes "THREE YEAR"	Votes "ABSTAINING"	Broker Non-Votes
7,517,703	4,951	1,010,130	523	2,807,919

8. The following table states the tally of the votes cast to ratify the appointment of BDO USA, LLP as Edgewater's independent registered public accountants for the fiscal year ending December 31, 2017.

Votes "FOR"	Votes "AGAINST"	Votes "ABSTAINING"	Broker Non-Votes
11,161,933	170,165	9,128	0