

BAZAARVOICE INC

FORM 8-K (Current report filing)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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)
November 9, 2017

BAZAARVOICE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35433
(Commission File Number)

20-2908277
(IRS Employer
Identification No.)

10901 Stonelake Blvd.
Austin, Texas 78759
(Address of principal executive offices, including zip code)

(512) 551-6000
(Registrant's telephone number, including area code)

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

On November 9, 2017, immediately following the 2017 annual meeting of stockholders (the "Annual Meeting") of Bazaarvoice, Inc. (the "Company" or "Bazaarvoice"), Jared Kopf resigned from the board of directors of the Company (the "Board") and its committees. The decision of Mr. Kopf to resign from the Board was not due to any disagreement with the Company.

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

As noted below, at the Annual Meeting, the Company's stockholders approved Proposal 2 relating to the declassification of the Company's Board. Accordingly, on November 9, 2017, the Company filed with the Delaware Secretary of State's office a Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation. In addition, the Board previously approved certain conforming changes to the Company's Amended and Restated Bylaws to remove the reference to the classified Board structure, which changes were effective upon stockholder approval of the Certificate of Amendment. Such Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation and such Amendment to the Company's Amended and Restated Bylaws are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

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

The Annual Meeting of the Company was held on November 9, 2017 at the Company's office in New York. At the Annual Meeting, Bazaarvoice stockholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 13, 2017. Present at the Annual Meeting in person or by proxy were holders of shares representing 73,270,645 votes of the Company's Common Stock representing 85.30% of the eligible votes, which constituted a quorum.

The stockholders of the Company voted on the following items at the Annual Meeting with the following results:

Proposal 1: Election of two Class III Directors:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Craig Barbarosh	57,851,529	565,564	14,853,552
Thomas J. Meredith	57,845,907	571,186	14,853,552

Based on the votes set forth above, both of the director nominees were duly elected.

Proposal 2: Amendment to Certificate of Incorporation to Provide for Annual Election of All Directors

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
58,197,258	215,843	3,992	14,853,552

Based on the votes set forth, the amendment to the Company's Certificate of Incorporation was approved.

Proposal 3: Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent public accountants for the fiscal year ending April 30, 2018.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
72,988,666	26,925	255,054

Based on the votes set forth above, the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2018 was ratified.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
<u>3.1</u>	<u>Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation</u>
<u>3.2</u>	<u>Amendment to the Company's Amended and Restated Bylaws</u>

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.

BAZAARVOICE, INC.

By: /s/ Kin Gill
Kin Gill
Chief Legal Officer, General Counsel and Secretary

Date: November 9, 2017

EXHIBIT INDEX

Exhibit	Description
<u>3.1</u>	<u>Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation</u>
<u>3.2</u>	<u>Amendment to the Company's Amended and Restated Bylaws</u>

**CERTIFICATE OF AMENDMENT
OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BAZAARVOICE, INC.**

(Pursuant to Sections 141 and 242 of the
General Corporation Law of the State of Delaware)

Bazaarvoice, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**DGCL**”),

DOES HEREBY CERTIFY:

1. The name of the corporation is Bazaarvoice, Inc. (the “**Corporation**”).
2. ARTICLE V of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE V

The number of directors that constitutes the entire Board of Directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws of the corporation. At each annual meeting of stockholders, directors of the corporation shall be elected to hold office until the expiration of the term for which they are elected and until their successors have been duly elected and qualified or until their earlier resignation or removal; except that if any such election shall not be so held, such election shall take place at a stockholders’ meeting called and held in accordance with the DGCL.

Each director elected at and after the annual meeting of stockholders held in 2018 shall be elected for a term expiring at the next succeeding annual meeting of stockholders and until such director’s successor shall have been elected and qualified, or until such director’s earlier death, resignation or removal.

Any director may be removed from office by the stockholders of the corporation only for cause. Vacancies occurring on the Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by vote of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy or newly created directorship shall hold office until the next annual meeting of stockholders and until his or her successor shall be duly elected and qualified, or until his or her earlier death, resignation or removal.

3. The Board of Directors duly adopted resolutions in accordance with Sections 141 and 242 of the DGCL, approving the foregoing amendment, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the Corporation’s stockholders.

4. The stockholders of the Corporation duly adopted resolutions, at an annual meeting and in accordance with sections 211 and 242 of the DGCL, approving the foregoing amendment. IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 9th day of November, 2017.

BAZAARVOICE, INC.

By: /s/ Kin Gill

Kin Gill

Chief Legal Officer, General Counsel and Secretary

**AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
BAZAARVOICE, INC**

Pursuant to a resolution duly adopted by the Board of Directors of Bazaarvoice, Inc., a Delaware corporation, effective November 9, 2017, the Amended and Restated Bylaws of Bazaarvoice, Inc. are hereby amended as follows:

Section 3.3 of the Amended and Restated Bylaws is amended and restated to read in its entirety as follows:

3.3 ELECTION, QUALIFICATION AND TERM OF OFFICE OF DIRECTORS

Except as provided in Section 3.4 of these bylaws, each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.

Section 3.4 of the Amended and Restated Bylaws is amended and restated to read in its entirety as follows:

3.4 RESIGNATION AND VACANCIES

Any director may resign at any time upon notice given in writing or by electronic transmission to the corporation; *provided, however*, that if such notice is given by electronic transmission, such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the director. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. Acceptance of such resignation shall not be necessary to make it effective. A resignation which is conditioned upon the director failing to receive a specified vote for reelection as a director may provide that it is irrevocable. Unless otherwise provided in the certificate of incorporation or these bylaws, when one or more directors resign from the board of directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Unless otherwise provided in the certificate of incorporation or these bylaws, vacancies and newly created directorships resulting from any increase in the authorized number of directors elected by all of the stockholders having the right to vote as a single class shall be filled only by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A person so elected by the directors then in office to fill a vacancy or newly created directorship shall hold office until the next annual meeting of stockholders and until his or her successor shall have been duly elected and qualified.

If, at the time of filling any vacancy or any newly created directorship, the directors then in office constitute less than a majority of the whole board of directors (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least 10% of the voting stock at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office as aforesaid, which election shall be governed by the provisions of Section 211 of the DGCL as far as applicable.

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