

# WEB.COM GROUP, INC.

## **FORM 8-K** (Current report filing)

Filed 05/11/17 for the Period Ending 05/11/17

|             |   |
|-------------|---|
| Address     | 12808 GRAN BAY PARKWAY WEST<br>JACKSONVILLE, FL 32258 |
| Telephone   | 9046806600  |
| CIK         | 0001095291  |
| Symbol      | WEB   |
| SIC Code    | 7372 - Prepackaged Software                           |
| Industry    | IT Services & Consulting                              |
| Sector      | Technology  |
| Fiscal Year | 12/31   |

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) May 10, 2017

**Web.com Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51595**  
(Commission  
File Number)

**94-3327894**  
(IRS Employer  
Identification No.)

12808 Gran Bay Parkway West, Jacksonville, FL  
(Address of principal executive offices)

32258  
(Zip Code)

Registrant's telephone number, including area code: (904) 680-6600

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(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:

- 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.

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## Section 5 - Corporate Governance and Management

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

At the 2017 Annual Meeting of Stockholders of Web.com Group, Inc. (the “Company”) held on May 10, 2017, at 10:30 a.m. Eastern Time, at the Company’s headquarters in Jacksonville, Florida, the Company’s stockholders approved the four proposals listed below. The following is a brief description of each matter voted upon at the Annual Meeting, as well as the final tally of the number of votes cast “for” or “withheld” for each director, and for or against each other matter, and the number of abstentions and broker non-votes with respect to each matter (other than Proposal 2). A more complete description of each matter is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 5, 2017.

#### Proposal 1 - Election of Directors

The two individuals named below were elected to serve on the Company’s Board of Directors (the “Board”) until the Company’s 2020 Annual Meeting of Stockholders or until their successors are duly elected and qualified:

| <u>Nominees</u>    | <u>Number of Shares Voted For</u> | <u>Number of Shares Voted Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|-----------------------------------|--|-------------------------|
| David L. Brown     | 29,580,023                        | 2,201,797                              | 14,459,470              |
| Timothy I. Maudlin | 31,054,319                        | 727,501                                | 14,459,470              |

#### Proposal 2 - Election of Directors

The Company’s stockholders ratified the selection of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017. The tabulation of votes on this matter was as follows:

|                   | <u>Number of Shares Voted For</u> | <u>Number of Shares Voted Against</u> | <u>Number of Shares Abstained</u> |
|-------------------|-----------------------------------|---------------------------------------|-----------------------------------|
| Ernst & Young LLP | 45,893,313                        | 112,545                               | 235,432                           |

#### Proposal 3 - Advisory Resolution on Frequency of Future Votes on Executive Compensation

The Company’s stockholders approved, on an advisory basis, a frequency of “one year” for future advisory votes on the compensation of the Company’s named executive officers by the following vote:

| <u>For 1 Year</u> | <u>For 2 Years</u> | <u>For 3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-------------------|--------------------|--------------------|----------------|-------------------------|
| 27,262,737        | 10,874             | 4,244,013          | 264,196        | 14,459,470              |

#### Proposal 4 - Advisory Resolution on Executive Compensation

The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s Proxy Statement, including the Compensation Discussion and Analysis and the Executive Compensation Tables, together with the narrative discussion related thereto, by the following vote:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 30,077,689 | 1,443,231      | 260,900        | 14,459,470              |

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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.

Web.com Group, Inc.  
(Registrant)

Date: May 11, 2017

/s/ Matthew P. McClure

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Matthew P. McClure, Secretary