

WEB.COM GROUP, INC.

FORM 8-K/A (Amended Current report filing)

Filed 07/28/17 for the Period Ending 07/26/17

Address	12808 GRAN BAY PARKWAY WEST JACKSONVILLE, FL 32258
Telephone	9046806600
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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/A
(Amendment No. 1)

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

(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.

This Amendment No. 1 to Current Report on Form 8-K/A amends the current report on Form 8-K dated May 10, 2017, filed by Web.com Group, Inc. (the “Company”) with the Securities and Exchange Commission (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s 2017 Annual Meeting of Stockholders held on May 10, 2017. The purpose of this Amendment is to revise the disclosure relating to Proposal 3 under Item 5.07 of the Original Form 8-K to disclose the decision of the Board of Directors regarding how frequently the Company will conduct future stockholder advisory votes to approve the compensation of the Company’s named executive officers. No other changes are being made to the Original Form 8-K.

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

Based upon the results set forth above for the advisory vote on the frequency of future advisory votes on executive compensation, the Board of Directors has determined that future advisory votes on advisory votes on the compensation of the Company’s named executive officers will be submitted to stockholders annually until the next advisory vote on the frequency of the stockholder votes on executive compensation, which will occur no later than our Annual Meeting of Stockholders in 2023.

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	269,900	14,459,470

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: July 28, 2017

/s/ Matthew P. McClure

Matthew P. McClure, Secretary