

EMBARCADERO TECHNOLOGIES INC  
Form 8-K  
May 28, 2003

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## 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): April 23, 2003

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# EMBARCADERO TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State of Incorporation

or Organization)

000-30293  
(Commission

File Number)

68-0310015  
(I.R.S. Employer

Identification No.)

425 Market Street, Suite 425,

San Francisco, California  
(Address of Principal Executive Offices)

94105  
(Zip Code)

Registrant's telephone number, including area code: (415) 834-3131

**NOT APPLICABLE**

**(Former Name or Former Address, if Changed Since Last Report)**

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**Item 5. Other Events.**

On April 23, 2003, Embarcadero Technologies, Inc., a Delaware corporation (the Company), filed its Definitive Proxy Statement (the Proxy Statement) for its Annual Meeting of Stockholders to be held on June 4, 2003. As described in the Proxy Statement, the Company's stockholders will be asked to approve the adoption of the 2003 Equity Incentive Plan (the 2003 Plan) at the annual meeting. The 2003 Plan attached as Appendix B to the Proxy Statement contains a typographical error in Section 3.1, which states that, the maximum number of Shares that may be issued under this Plan is 2,000,000, cumulatively increased on the first January 1 after the effective date of this Plan and each January 1 thereafter for ten years, by a number of Shares equal to the least of (a) 4% of the number of Shares issued and outstanding on the immediately preceding December 31, (b) 1,000,000 Shares, and (c) a number of Shares set by the Board (emphasis added to indicate error). This provision of the 2003 Plan is correctly described in the Proxy Statement under Proposal No. 2 on page 14, which states that the number of shares reserved for issuance under the 2003 Plan is 2,000,000 shares, cumulatively increased on the first January 1 after the effective date of the plan and each January 1 thereafter for ten years, by a number of shares equal to the least of (i) 4% of the number of shares issued and outstanding on the immediately preceding December 31, (ii) 1,500,000 shares, and (iii) a number of shares set by the Board (emphasis added). The corrected 2003 Plan is filed herewith as Exhibit 10.1.

**Item 7. Financial Statements and Exhibits.**

**Exhibit**

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10.1 2003 Equity Incentive Plan, as corrected.

\* \* \*

**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 thereunto duly authorized.

Dated: May 28, 2003

EMBARCADERO TECHNOLOGIES, INC.

By:           /s/ RAJ SABHLOK          

Raj Sabhlok  
Chief Financial Officer  
and Senior Vice

President of Corporate  
Development

**Exhibit Index**

| <u>Exhibit No.</u> | <u>Description</u>                        |
|--------------------|---|
| 10.1               | 2003 Equity Incentive Plan, as corrected. |