

Alarm.com Holdings, Inc.
Form 8-K
June 11, 2018

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 7, 2018

Alarm.com Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

8281 Greensboro Drive, Suite 100

001-37461
(Commission

File Number)

26-4247032
(IRS Employer

Identification No.)

22102

Tysons, Virginia
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (877) 389-4033

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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.

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

On June 7, 2018, Alarm.com Holdings, Inc. (the Company) held its 2018 Annual Meeting of Stockholders (the Annual Meeting), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following four proposals: (i) to elect three nominees for director to hold office until the Company's 2021 Annual Meeting of Stockholders (Proposal 1), (ii) to ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018 (Proposal 2), (iii) to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 25, 2018 (Proposal 3) and (iv) to indicate, on an advisory basis, the preferred frequency of shareholder advisory votes on the compensation of the Company's named executive officers (Proposal 4). The final results of the voting on each proposal are set forth below.

Proposal 1 Election of Directors

The Company's stockholders elected the three persons listed below as directors, each to serve until the Company's 2021 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------|------------|-----------------|-------------------------|
| Darius G. Nevin | 36,591,982 | 3,732,950 | 4,309,586 |
| Mayo Shattuck | 36,291,676 | 4,033,256 | 4,309,586 |
| Stephen Trundle | 37,146,250 | 3,178,682 | 4,309,586 |

There were no abstentions with respect to Proposal 1.

Proposal 2 - Ratification of the Selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2018

The Company's stockholders approved Proposal 2. The votes cast were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 44,271,695 | 342,095 | 20,728 | |

Proposal 3 Advisory Vote on Executive Compensation

The Company's stockholders approved, on a non-binding advisory basis, Proposal 3. The votes cast were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 39,666,045 | 647,769 | 11,118 | 4,309,586 |

Proposal 4 Advisory Vote on the Frequency of Solicitation of Advisory Shareholder Approval of Executive Compensation

The Company's stockholders indicated, on a non-binding advisory basis, the preferred frequency for the solicitation of future advisory shareholder approval of the compensation paid to the Company's named executive officers be held every year. The votes cast were as follows:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 37,479,737 | 10,411 | 107,383 | 2,727,400 | 4,309,587 |

Consistent with the stockholder voting results above and the recommendation of the board of directors of the Company as disclosed in the Company's proxy statement for the Annual Meeting, the board of directors of the Company has determined to solicit a non-binding advisory vote on the compensation of the Company's named executive officers every year until the next required stockholder vote on the frequency of such non-binding advisory vote, or until the board of directors of the Company determines that a different frequency of such non-binding advisory vote is in the best interest of the Company's stockholders.

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.

Alarm.com Holdings, Inc.

Date: June 11, 2018

By: /s/ Steve Valenzuela
Steve Valenzuela
Chief Financial Officer