

ExactTarget, Inc.
Form 8-K
June 14, 2013

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

June 11, 2013
Date of Report (Date of earliest event reported)

ExactTarget, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35461
(Commission
File Number)

20 North Meridian Street, Suite 200
Indianapolis, Indiana
(Address of Principal Executive Offices)

20-1367351
(IRS Employer
Identification No.)

46204
(Zip Code)

(317) 423-3928
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, 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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) As was reported in ExactTarget, Inc. (the "Company")'s Definitive Proxy Statement on Schedule 14A, as filed by the Company on April 30, 2013 (the "Proxy Statement"), on April 5, 2013, Mr. Michael Brown informed the Company's Board of Directors (the "Board") of his decision not to stand for reelection to the Board. Accordingly, the Board reduced the number of directors to seven effective immediately prior to the commencement of the Company's Annual Meeting of Stockholders (the "Annual Meeting") held on June 11, 2013. There are no disagreements between Mr. Brown and the Company that caused or contributed to his decision.

(e) At the Company's Annual Meeting held on June 11, 2013, the Company's stockholders approved the adoption of the ExactTarget, Inc. Employee Stock Purchase Plan (the "ESPP"). A summary of the material terms of the ESPP is set forth in the Proxy Statement. Pursuant to Section 6.9(a)(iii) of the Acquisition Agreement, dated as of June 3, 2013, by and among Salesforce.com, Inc., Excalibur Acquisition Corp. and the Company, the Company agreed to take all action necessary to terminate the ESPP prior to the commencement of any offering period thereunder.

The full text of the ESPP was previously filed as Appendix A to the Proxy Statement and is incorporated herein by reference.

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

The Company held its Annual Meeting on June 11, 2013 in Indianapolis, Indiana. Of the 69,447,712 shares of Common Stock outstanding on April 15, 2013, the record date, 63,116,452 shares were represented at the Annual Meeting, in person or by proxy, constituting a quorum. The proposals considered at the Annual Meeting are described in detail in the Proxy Statement. The proposals described below were voted upon at the Annual Meeting and the number of votes cast with respect to each proposal was as follows:

(1) Elect Julie M.B. Bradley and Scott M. Maxwell as Class I directors, each to serve for three years and until her or his successor is duly elected and qualified, or until her or his earlier death, resignation or removal:

| | FOR | WITHHELD | BROKER NON-VOTE |
|---------------------|------------|-----------|--------------------|
| Julie M. B. Bradley | 55,904,179 | 2,703,088 | 4,509,185 |
| Scott M. Maxwell | 56,093,758 | 2,513,509 | 4,509,185 |

(2) Approve the ESPP:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|------------|------------|---------|--------------------|
| 46,836,142 | 11,762,248 | 8,877 | 4,509,185 |

(3) Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013:

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 63,084,732 | 15,248 | 16,472 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

10.1 Exacttarget, Inc. Employee Stock Purchase Plan, incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 30, 2013.

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.

EXACTTARGET, INC.
(Registrant)

Date: June 14, 2013

/s/ Steven A. Collins
Steven A. Collins
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

| Exhibit Number | Document |
|----------------|--|
| 10.1 | Exacttarget, Inc. Employee Stock Purchase Plan, incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 30, 2013. |