

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.

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of Amendment to 2000 Equity Incentive Plan

On March 6, 2019, at the 2019 Annual Meeting of Stockholders, PTC stockholders approved an amendment to PTC’s 2000 Equity Incentive Plan (2000 EIP) increasing by 6,000,000 the number of shares available for issuance under the 2000 EIP to 44,300,000. All other terms and conditions of the 2000 EIP remained the same.

The 2000 EIP provides for grants of stock options, stock, restricted stock, restricted stock units and stock appreciation rights to employees (including our executive officers), directors and consultants capable of contributing to the success of PTC. This description of the 2000 EIP is qualified in its entirety by the full text of 2000 EIP, which is filed as Exhibit 10 and incorporated into this description by this reference.

Item 5.07

Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders was held on March 6, 2019. Four proposals were before the meeting:

Elect nine directors to serve until the 2020 Annual Meeting of Stockholders;

Vote to increase the number of shares authorized for issuance under the 2000 Equity Incentive Plan;

Advisory vote to approve the compensation of our named executive officers (Say-on-Pay);

Advisory vote to confirm the selection of PricewaterhouseCoopers LLP as PTC’s independent registered public accounting firm for the current fiscal year.

The votes with respect to the proposals are set forth below.

Elect Nine Directors to Serve until the 2020 Annual Meeting of Stockholders.

| | For | Withheld | Broker Non-Votes |
|-------------------|-------------|-----------|------------------|
| Janice Chaffin | 104,680,137 | 2,204,470 | 4,092,418 |
| Phillip Fernandez | 106,115,487 | 769,120 | 4,092,418 |
| Donald Grierson | 102,648,028 | 4,236,579 | 4,092,418 |
| James Heppelmann | 106,633,985 | 250,622 | 4,092,418 |
| Klaus Hoehn | 106,273,731 | 610,876 | 4,092,418 |

Edgar Filing: PTC INC. - Form 8-K

| | | | |
|------------------|-------------|-----------|-----------|
| Paul Lacy | 104,483,903 | 2,400,704 | 4,092,418 |
| Corinna Lathan | 106,161,768 | 722,839 | 4,092,418 |
| Blake Moret | 101,654,291 | 5,230,316 | 4,092,418 |
| Robert Schechter | 104,835,924 | 2,048,683 | 4,092,418 |

Vote to Increase the Number of Shares Authorized for Issuance Under the 2000 Equity Incentive Plan.

| | | | |
|-------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 101,306,638 | 5,520,081 | 57,888 | 4,092,418 |

Advisory Vote to Approve the Compensation of Our Named Executive Officers (Say-on-Pay).

| | | | |
|------------|------------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 44,529,270 | 62,291,274 | 64,063 | 4,092,418 |

Advisory Vote to Confirm the Selection of PricewaterhouseCoopers LLP as PTC's Independent Registered Public Accounting Firm for the Current Fiscal Year.

| | | | |
|-------------|-----------|---------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 106,426,006 | 4,502,241 | 48,778 | — |

Section 9 – Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits

(d)
Exhibits

10*
2000 Equity Incentive Plan

*Indicates a management contract or compensatory plan or arrangement in which an executive officer or director of PTC participates.

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.

PTC Inc.

Date: March 8, 2019 By: */s/ Aaron C.*
von Staats
Aaron C.
von Staats
General Counsel
& Secretary