

Dolby Laboratories, Inc.  
Form 8-K  
February 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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):**

**February 2, 2011**

**DOLBY LABORATORIES, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission

(IRS Employer  
Identification No.)

File Number)

100 Potrero Avenue

San Francisco, CA 94103

(Address of principal executive offices, including zip code)

(415) 558-0200

(Registrant's telephone number, including area code)

Not Applicable

(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 (see General Instruction A.2. below):

- .. 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))

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

Approval of Amendment and Restatement of the 2005 Stock Plan

Dolby Laboratories, Inc. (the Company) held its 2011 Annual Meeting of Stockholders (Annual Meeting) on February 2, 2011 at the Company's executive offices located at 100 Potrero Avenue, San Francisco, CA 94103-4813. At the Annual Meeting, the Company's stockholders voted on and approved the amendment and restatement of the Company's 2005 Stock Plan (the 2005 Plan).

The terms and conditions of the 2005 Plan are described in the Company's Proxy Statement dated December 23, 2010. The 2005 Plan is filed as Exhibit 10.1 hereto, and is incorporated by reference herein.

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

At the Annual Meeting, the Company's stockholders:

1. Elected nine directors to serve until the 2012 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
2. Approved the amendment and restatement of the 2005 Plan;
3. Approved, on an advisory basis, the compensation of the Company's named executive officers;
4. Approved, on an advisory basis, conducting an advisory vote on the compensation of the Company's named executive officers every two years; and
5. Ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2011.

Each share of the Company's Class A common stock is entitled to one vote, and each share of the Company's Class B common stock is entitled to ten votes, on all matters submitted to a vote of stockholders at the Annual Meeting. The Class A common stock and Class B common stock vote together as a single class on all matters submitted to a vote of stockholders at the Annual Meeting. At the Annual Meeting, the holders of Class A common stock and Class B common stock voted as follows:

**Proposal 1:** Election of directors:

| Director                 | Votes For   | Votes Withheld | Broker Non-Votes |
|--------------------------|-------------|----------------|------------------|
| Kevin Yeaman             | 630,025,877 | 1,091,681      | 4,980,840        |
| Peter Gotcher            | 629,530,828 | 1,586,730      | 4,980,840        |
| David Dolby              | 629,537,877 | 1,579,681      | 4,980,840        |
| Nicholas Donatiello, Jr. | 629,915,560 | 1,201,998      | 4,980,840        |
| Ted W. Hall              | 629,865,264 | 1,252,294      | 4,980,840        |
| Bill Jasper              | 629,633,805 | 1,483,753      | 4,980,840        |
| Sanford Robertson        | 629,950,873 | 1,166,685      | 4,980,840        |
| Roger Siboni             | 629,905,060 | 1,212,498      | 4,980,840        |
| Avadis Tevanian, Jr.     | 630,499,772 | 617,786        | 4,980,840        |

All director nominees were duly elected.

**Proposal 2:** Amendment and restatement of the 2005 Plan:

| Votes For   | Votes Against | Abstentions    | Broker Non-Votes |
|-------------|---------------|----------------|------------------|
| 622,118,259 | 8,661,779     | <u>337,520</u> | 4,980,840        |

Proposal 2 was approved.

**Proposal 3:** Advisory vote on the compensation of the Company's named executive officers:

| Votes For   | Votes Against | Abstentions    | Broker Non-Votes |
|-------------|---------------|----------------|------------------|
| 627,880,559 | 2,873,566     | <u>363,433</u> | 4,980,840        |

Proposal 3 was approved.

**Proposal 4:** Advisory vote on the frequency of holding an advisory vote on the compensation of the Company's named executive officers:

| Votes For Every<br>One Year | Votes For Every<br>Two Years | Votes For Every<br>Three Years | Abstentions    | Broker Non-Votes |
|-----------------------------|------------------------------|--------------------------------|----------------|------------------|
| 31,386,715                  | 594,232,587                  | <u>5,074,082</u>               | <u>424,174</u> | 4,980,840        |

An advisory vote for every two years was approved.

**Proposal 5:** Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2011:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 635,813,016 | 272,800       | 12,582      | 0                |

Proposal 5 was approved.

**Item 9.01. Financial Statements and Exhibits.**  
**(d) Exhibits.**

| Exhibit No. | Description     |
|-------------|-----------------|
| 10.1        | 2005 Stock Plan |

**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.

**DOLBY LABORATORIES, INC.**

Date: February 7, 2011

/s/ Andy Sherman  
Andy Sherman

Executive Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
| 10.1               | 2005 Stock Plan    |

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