

PARAMETRIC TECHNOLOGY CORP  
Form 8-K  
March 05, 2010

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) March 3, 2010

Parametric Technology Corporation  
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts  
(State or Other Jurisdiction of Incorporation)

0-18059  
(Commission File Number)

04-2866152  
(IRS Employer Identification No.)

140 Kendrick Street  
Needham, Massachusetts  
(Address of Principal Executive Offices)

02494-2714  
(Zip Code)

(781) 370-5000  
(Registrant's Telephone Number, Including Area Code)

(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))



## Section 5 – Corporate Governance and Management

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

An Annual Meeting of Stockholders was held on March 3, 2010. Four proposals were before the meeting:

- Election of three Class II directors to serve until the 2013 Annual Meeting;
- Approval of the performance goals under the 2009 Executive Cash Incentive Performance Plan for the purposes of Section 162(m) of the Internal Revenue Code;
- Re-approval of the performance goals under the 2000 Equity Incentive Plan for the purposes of Section 162(m) of the Internal Revenue Code; and
- Confirmation of the selection of PricewaterhouseCoopers LLP as PTC's independent registered public accounting firm for the 2010 fiscal year.

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

## Elect Three Class II Directors to Serve until the 2013 Annual Meeting

	For	Withheld	Broker Non-Votes
Paul A. Lacy	100,753,338	1,735,851	7,486,441
Michael E. Porter	65,279,989	37,209,200	7,486,441
Robert P. Schechter	100,751,937	1,737,252	7,486,441

## Approve the Performance Goals under the 2009 Executive Cash Incentive Performance Plan

For	Against	Abstain	Broker Non-Votes
96,439,366	3,564,230	485,593	7,486,441

## Re-Approve the Performance Goals under the 2000 Equity Incentive Plan

For	Against	Abstain	Broker Non-Votes
93,846,048	8,071,074	572,067	7,486,441

## Confirm the Selection of PricewaterhouseCoopers LLP as PTC's Independent Registered Public Accounting Firm for the 2010 Fiscal Year

For	Against	Abstain	Broker Non-Votes
107,140,680	2,826,200	8,750	--

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.

Parametric Technology Corporation

Date: March 5, 2010

By: /s/Aaron C. von Staats  
Aaron C. von Staats  
General Counsel & Secretary

---

