

XO GROUP INC.
Form 8-K
May 26, 2016

**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): **May 23, 2016**

XO Group Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-35217	13-3895178
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

195 Broadway, 25th Floor
10007
New York, New York
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 219-8555**

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(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:

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

XO Group Inc. (the “Company”) held its Annual Meeting of Stockholders on May 25, 2016.

The stockholders:

Elected Charles Baker, Peter Sachse and Michael Zeisser as directors, whose terms expire at the 2019 Annual Meeting of Stockholders, or in each case until the director’s successor is elected and qualified.

Ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the calendar year ending December 31, 2016.

Advised that they approve the compensation of the Company’s named executive officers for the year ended December 31, 2015, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure included the Compensation Discussion and Analysis, the compensation tables, and any related material in the Company’s definitive proxy statement for the 2016 Annual Meeting).

Approved the Company’s 2016 Executive Incentive Plan with respect to covered employees and executive officers.

Approved an amendment and restatement of the Company’s 2009 Employee Stock Purchase Plan to increase the number of authorized shares.

Shares of common stock were voted as follows:

Director Nominee	For	Against	Withheld	Broker Non-Votes
Charles Baker	20,632,024	—	258,000	1,642,519
Peter Sachse	19,083,813	—	1,806,211	1,642,519
Michael Zeisser	20,632,024	—	258,000	1,642,519

Proposal	For	Against	Abstain	Broker Non-Votes
Ratification of Ernst & Young LLP	22,478,069	50,173	4,301	—

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Advisory Vote on Executive Compensation	20,774,834	93,163	22,027	1,642,519
Approval of the Company's 2016 Executive Incentive Plan with respect to covered employees and executive officers	20,315,236	559,173	15,615	1,642,519
Approval of an amendment and restatement of the Company's 2009 Employee Stock Purchase Plan to increase the number of authorized shares.	20,871,415	11,390	7,219	1,642,519

Item 8.01. Other Events.

On May 23, 2016, the Board of Directors of the Company authorized a new repurchase program of up to an additional \$20 million of the Company's common stock from time to time on the open market or in privately negotiated transactions. Such authorization is in addition to the amount remaining under the Company's previously authorized share repurchase program.

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 hereunto duly authorized.

XO GROUP INC.

(Registrant)

Date: May 25, 2016 By: /s/ GILLIAN MUNSON

Gillian Munson

Chief Financial Officer and Secretary