

Medidata Solutions, Inc.
Form 8-K
May 31, 2018

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 30, 2018
Medidata Solutions, Inc.
(Exact name of registrant as specified in its charter)

Delaware 001-34387 13-4066508
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

350 Hudson Street, 9th Floor 10014
New York, New York (Zip Code)
(Address of principal executive offices)
Registrant's telephone number, including area code: (212) 918-1800

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ..

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

At the Annual Meeting held on May 30, 2018, the Company's stockholders took the following actions: (1) elected seven directors to serve on the board of directors until the Company's next annual meeting of stockholders or until their respective successors have been elected and qualified; (2) approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy statement (the "Say on Pay Vote"); (3) approved an amendment to the Company's 2017 Long-Term Incentive Plan ("LTIP") to increase by 1,300,000 the number of shares of common stock authorized for issuance under the LTIP; (4) approved an amendment to the Company's Second Amended and Restated Employee Stock Purchase Plan ("ESPP") to increase by 1,000,000 the number of shares of common stock authorized for issuance under the ESPP; and (5) ratified the selection of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2018. For more information about the foregoing proposals, see the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 19, 2018, the relevant portions of which are incorporated herein by reference. The number of shares of common stock entitled to vote at the Annual Meeting was 59,198,095. The number of shares of common stock present or represented by valid proxy at the Annual Meeting was 54,130,743. The voting results for each proposal are set forth below.

Proposal 1. Election of Directors

All seven director nominees were elected, each having received more votes cast for than against his election, and will serve as directors until the Company's next annual meeting of stockholders or until their respective successors have been elected and qualified. The votes cast for, against or abstained with respect to each nominee and the number of broker non-votes with respect to each nominee were as follows:

Director Nominee	For	Against	Abstain	Broker Non-Votes
Tarek A. Sherif	49,851,063	1,649,015	6,724	2,623,941
Glen M. de Vries	50,295,671	1,204,628	6,503	2,623,941
Carlos Dominguez	48,938,512	2,561,067	7,223	2,623,941
Neil M. Kurtz, M.D.	49,750,121	1,748,951	7,730	2,623,941
George W. McCulloch	49,761,154	1,738,118	7,530	2,623,941
Lee A. Shapiro	49,350,417	2,148,475	7,910	2,623,941
Robert B. Taylor	45,746,181	5,491,784	268,837	2,623,941

Proposal 2. Advisory Vote on Executive Compensation (the "Say on Pay Vote")

Stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement, including the Compensation Discussion and Analysis, the executive compensation tables, and the related narrative. There were 47,602,026 (or 92.44%) votes cast for this proposal, and 3,888,180 (or 7.55%) votes against it, with 16,596 votes abstaining and 2,623,941 broker non-votes.

Proposal 3. Approval of Amendment to the Company's 2017 Long-Term Incentive Plan

Stockholders approved an amendment to the Company's 2017 Long-Term Incentive Plan ("LTIP") to increase by 1,300,000 the number of shares of common stock available for issuance under the LTIP. The results of the voting included 46,180,312 (or 89.68%) votes for, 5,311,341 (or 10.31%) votes against, 15,149 votes abstaining, and 2,623,941 broker non-votes.

Proposal 4. Approval of Amendment to the Company's Second Amended and Restated Employee Stock Purchase Plan

Stockholders approved an amendment to the Company's Second Amended and Restated Employee Stock Purchase Plan ("ESPP") to increase by 1,000,000 the number of shares of common stock available for issuance under the ESPP. The results of the voting included 51,032,116 (or 99.09%) votes for, 465,272 (or 0.90%) votes against, 9,414 votes abstaining, and 2,623,941 broker non-votes.

Proposal 5. Ratification of Appointment of Independent Registered Public Accounting Firm

Stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The results of the voting included 53,359,901 (or 98.59%) votes for, 761,340 (or 1.40%) votes against, and 9,502 votes abstaining.

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.

MEDIDATA SOLUTIONS, INC.

Date: May 31, 2018

By: /s/ MICHAEL I. OTNER

Name: Michael I. Otner

Title: Executive Vice President—General Counsel and Secretary