

ZIX CORP  
Form 8-K  
June 07, 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):**

**June 6, 2018**

**ZIX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Texas**  
**(State or other jurisdiction of**  
**incorporation)**

**0-17995**  
**(Commission File Number)**

**75-2216818**  
**(IRS Employer Identification No.)**

**2711 North Haskell Avenue**

**Suite 2200, LB 36**

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**Dallas, Texas 75204-2960**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (214) 370-2000**

**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:

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 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**

The Company held its annual meeting of shareholders on June 6, 2018. The proposals presented at the annual meeting are described in detail in the Proxy Statement relating thereto, which was filed with the Securities and Exchange Commission on April 27, 2018. The voting results detailed below represent final results as certified by an independent inspector of elections.

**Proposal 1 Election of Directors**

Shareholders elected the following individuals as Directors of the Company.

| <b>Nominee</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|-----------------|-------------------------|
| Mark J. Bonney     | 32,003,471 | 188,828         | 13,010,492              |
| Taher A. Elgamal   | 31,978,237 | 214,062         | 13,010,492              |
| Robert C. Hausmann | 32,045,016 | 147,283         | 13,010,492              |
| Maribess L. Miller | 32,029,612 | 162,687         | 13,010,492              |
| Richard D. Spurr   | 31,069,632 | 1,122,667       | 13,010,492              |
| David J. Wagner    | 32,071,570 | 120,729         | 13,010,492              |

**Proposal 2 Ratification of Appointment of Accountants**

Shareholders ratified the selection of Whitley Penn LLP to serve as the Company's independent registered public accounting firm for 2018.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|------------|----------------|----------------|-------------------------|
| 45,091,727 | 89,948         | 21,116         | 0                       |

**Proposal 3 Say on Pay**

Shareholders approved the following resolution: Resolved, that shareholders approve the compensation of the Company's named executive officers, as discussed and disclosed in the Compensation Discussion and Analysis, the executive compensation tables, and any narrative executive compensation disclosure contained in this proxy statement. Approximately 97.6% of the shares entitled to vote and represented at the meeting were voted For the subject resolution.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|------------|----------------|----------------|-------------------------|
| 31,412,471 | 693,828        | 86,000         | 13,010,492              |

**Proposal 4 2018 Omnibus Incentive Plan**

Shareholders approved the Company's 2018 Omnibus Incentive Plan.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|------------|----------------|----------------|-------------------------|
| 31,218,644 | 882,990        | 90,665         | 13,010,492              |

**SIGNATURES**

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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.

**ZIX CORPORATION**

Date: June 7, 2018

By: /s/ Noah F. Webster  
Noah F. Webster  
Vice President, General Counsel and Secretary