

IMPERVA INC  
Form 8-K  
January 08, 2019

**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: January 8, 2019**

**(Date of earliest event reported)**

**Imperva, Inc.**

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

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

**001-35338**  
**(Commission**  
  
**file number)**

**03-0460133**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**3400 Bridge Parkway**

**Redwood Shores, California 94065**

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

**(650) 345-9000**

**(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 obligations 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))  
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.**

On January 8, 2019, Imperva, Inc. ( Imperva ) held a special meeting of stockholders (the Special Meeting ) at Imperva's principal executive offices in Redwood Shores, California.

As of December 4, 2018, the record date for the Special Meeting, there were 35,436,746 shares of Imperva common stock outstanding and entitled to vote at the Special Meeting. At the Special Meeting, 24,976,761 shares, or approximately 70.48% of all outstanding shares of Imperva common stock, were present either in person or by proxy. Three proposals were presented to Imperva's stockholders at the Special Meeting, with Imperva's Board of Directors (the Board ) unanimously recommending a vote FOR each of the proposals, as further described in the definitive proxy statement filed with the Securities and Exchange Commission on December 5, 2018 (the Definitive Proxy Statement ).

The first proposal (the Merger Proposal ) was to approve and adopt the Agreement and Plan of Merger (as it may be amended from time to time, the Merger Agreement ), dated October 10, 2018, by and among Imperva, Imperial Purchaser, LLC and Imperial Merger Sub, Inc. ( Merger Sub ), providing for the merger of Merger Sub with and into Imperva, with Imperva as the surviving corporation (the Merger ).

The second proposal (the Compensation Proposal ) was to approve, on a non-binding advisory basis, the compensation payable to Imperva's named executive officers based on or otherwise relating to the Merger.

The third proposal (the Adjournment Proposal ) was to approve the adjournment of the Special Meeting to a later date, if the Board determined that it was necessary or appropriate and permitted by the Merger Agreement, to solicit additional proxies if there was not a quorum present or represented by proxy at the time of the Special Meeting, or to give Imperva stockholders additional time to evaluate new material information or disclosure.

The Merger Proposal and the Compensation Proposal were both approved and adopted. The Adjournment Proposal was rendered moot and was not submitted to a vote at the Special Meeting. The table below shows the final voting results from the Special Meeting.

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Merger Proposal</b>	24,731,035	166,714	79,012	0
<b>Compensation Proposal</b>	24,337,883	515,175	123,703	0

**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.

**IMPERVA, INC.**

Date: January 8, 2019

By: /s/ Mike Burns  
Mike Burns  
Chief Financial Officer