

Carbonite Inc  
Form 8-K  
June 04, 2014

**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 2, 2014**

**CARBONITE, INC.**

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

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

**001-35264**  
**(Commission**

**33-111329**  
**(IRS Employer**

**File Number)**  
**177 Huntington Avenue, Boston, Massachusetts 02115**

**Identification No.)**

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**(Address of principal executive offices, including ZIP code)**

**(617) 587-1100**

**(Registrant's telephone number, including area code)**

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 C.F.R. §230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 C.F.R. §230.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 C.F.R. §14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 C.F.R. §13e-4(c))

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

At the annual meeting of stockholders of Carbonite, Inc. (the Company) held on June 2, 2014 (the 2014 Annual Meeting), there were 20,929,809 shares of the Company's common stock represented in person or by proxy, constituting 78.41% of the shares of the Company's common stock issued and outstanding and entitled to vote at the 2014 Annual Meeting, and the Company's stockholders voted upon the following proposals:

- (1) The following nominees were elected to the Company's board of directors as Class III directors for terms expiring at the 2017 annual meeting of stockholders.

|                 | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------|------------|-----------------|-------------------------|
| David Friend    | 10,171,565 | 2,753,900       | 8,004,344               |
| Todd Krasnow    | 9,364,002  | 3,291,463       | 8,004,344               |
| Jeffrey Flowers | 10,032,143 | 2,893,122       | 8,004,344               |

Following the annual meeting, Pravin Vazirani and Timothy Clifford, having terms expiring in 2015, and Charles Kane and Stephen Munford, having terms expiring in 2016, continue as directors of the Company.

- (2) The selection of Ernst & Young LLP as the Company's independent public accounting firm for the fiscal year ending December 31, 2014 was ratified.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> |
|------------------|----------------------|------------------------|
| 20,449,179       | 62,102               | 418,528                |

- (3) The Company's stockholders approved, in a non-binding, advisory vote, the compensation of the Company's named executive officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| 7,999,376        | 4,577,925            | 348,164                | 8,004,344               |

**Item 8.01 Other Events.**

On June 2, 2014, the Board of Directors (the Board) of the Company resolved that each non-employee director of the Company would receive an annual grant pursuant to the Company's 2011 Equity Award Plan, on the date of each annual meeting of stockholders, of (i) a stock option to purchase 9,000 shares of the Company's common stock and (ii) 4,500 restricted shares of the Company's common stock. All such stock options and restricted shares vest and become exercisable or no longer subject to forfeiture, as applicable, ratably in quarterly installments over three years subject to (a) the continued service by the non-employee director on the Board and (b) acceleration in full immediately prior to a change of control of the Company. The foregoing annual equity grants supersede the previously contemplated annual equity grants to non-employee directors of the Company as described in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 15, 2014, with all other aspects of the Company's director compensation structure remaining unchanged.

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The form of stock restriction agreement pursuant to which the Company will grant restricted shares to its directors is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Exhibits.**

10.1 Form of Stock Restriction Agreement

**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 on June 4, 2014.

CARBONITE, INC.

By: /s/ Danielle Sheer

Name: Danielle Sheer

Title: Vice President and General Counsel