

ADTRAN INC  
Form 8-K  
May 15, 2015

**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 13, 2015**

**ADTRAN, Inc.**

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

|   |                     |                               |
|---|---------------------|-------------------------------|
| <b>Delaware</b>   | <b>0-24612</b>      | <b>63-0918200</b>             |
| <b>(State</b>   | <b>(Commission</b>  | <b>(I.R.S. Employer</b>       |
| <b>of Incorporation)</b>                                      | <b>file number)</b> | <b>Identification Number)</b> |
| <b>901 Explorer Boulevard, Huntsville, Alabama 35806-2807</b> |                     |                               |

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

**(256) 963-8000**

**(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 (*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))

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

ADTRAN, Inc. held its Annual Meeting of Stockholders on May 13, 2015 (Annual Meeting). At the Annual Meeting, ADTRAN's stockholders (i) elected the six people listed below to serve as directors for a one year term expiring at the 2016 Annual Meeting of Stockholders and until their successors have been duly elected and qualified (Proposal 1); (ii) approved, on an advisory basis, the executive compensation policies of ADTRAN as well as the compensation of the named executive officers (Proposal 2); (iii) ratified the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2015 (Proposal 3); and (iv) approved the ADTRAN, Inc. 2015 Employee Stock Incentive Plan. The voting results for these proposals are presented in the tables below:

**Proposal 1 Election of Directors**

|                   | For        | Withheld  | Broker<br>Non-Votes |
|-------------------|------------|-----------|---------------------|
| Thomas R. Stanton | 44,743,154 | 1,832,841 | 4,272,916           |
| H. Fenwick Huss   | 41,822,077 | 4,753,918 | 4,272,916           |
| William L. Marks  | 41,563,426 | 5,012,569 | 4,272,916           |
| Balan Nair        | 41,699,733 | 4,876,262 | 4,272,916           |
| Roy J. Nichols    | 41,570,820 | 5,005,175 | 4,272,916           |
| Kathryn A. Walker | 41,861,516 | 4,714,479 | 4,272,916           |

**Proposal 2 Advisory Vote on Executive Compensation**

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 44,844,856 | 1,313,455 | 417,684 | 4,272,916           |

**Proposal 3 Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015**

| For        | Against | Abstain |
|------------|---------|---------|
| 49,992,222 | 469,054 | 387,635 |

**Proposal 4 Approval of the ADTRAN, Inc. 2015 Employee Stock Incentive Plan**

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 36,105,437 | 10,062,944 | 407,614 | 4,272,916           |

A copy of ADTRAN's 2015 Employee Stock Incentive Plan is attached as Exhibit 10.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>                              |
|-----------------------|---|
| 10.1                  | ADTRAN, Inc. 2015 Employee Stock Incentive Plan |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 15, 2015.

**ADTRAN, Inc.**  
**(Registrant)**

By: /s/ Michael Foliano  
Michael Foliano  
Senior Vice President Global Operations,  
Interim Chief Financial Officer, Treasurer, and  
Secretary  
(Interim Principal Financial Officer)

**EXHIBIT INDEX**

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|-----------------------|---|
| 10.1                  | ADTRAN, Inc. 2015 Employee Stock Incentive Plan |