

ELLIE MAE INC  
Form DEFA14A  
May 08, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )  
Filed by the Registrant  x  
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

ELLIE MAE, INC.

---

(Name of Registrant as Specified in its Charter)

---

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

4420 ROSEWOOD DRIVE  
PLEASANTON, CALIFORNIA 94588  
PROXY STATEMENT SUPPLEMENT  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 18, 2018  
May 7, 2018

To the Stockholders of Ellie Mae, Inc.:

The following information supplements the discussion contained in the opposition statement to Proposal 6--Stockholder Proposal Requesting the Company to Amend Governing Documents to Allow Stockholders to Call a Special Meeting--beginning on page 26 in the definitive proxy statement (the "Proxy Statement") on Schedule 14A filed by Ellie Mae, Inc. (the "Company," "we," "us" or "our") with the Securities and Exchange Commission (the "SEC") on April 4, 2018. The Proxy Statement relates to the Company's annual meeting of stockholders to be held on May 18, 2018. This information is also contained in a Current Report on Form 8-K that we filed with the SEC on May 7, 2018. Except as described in this supplement, the information provided in the Proxy Statement continues to apply. This supplement should be read in conjunction with the Proxy Statement.

Amended and Restated Bylaws

On May 7, 2018, the board of directors (the "Board") of Ellie Mae, Inc. (the "Company") amended and restated the Company's bylaws to clarify the procedures with respect to the ability of stockholders to request the Board to call a special meeting of stockholders

Section 2.3 of the bylaws has been amended to clarify that the Board shall call a special meeting of stockholders upon the written request of one or more stockholders holding in the aggregate 25% or more of the voting power of the Company entitled to vote on the business to be brought before the meeting, subject to the terms and conditions set forth in the bylaws. This amendment aligns the bylaws with the Company's Amended and Restated Certificate of Incorporation with respect to the ability to call special meetings of stockholders.

The foregoing summary of the amendment and restatement of the Company's bylaws is qualified in its entirety by reference to the full text of the Company's amended and restated bylaws, a copy of which is filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on May 7, 2018.