

PEGASYSTEMS INC  
Form 8-K  
May 27, 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): May 20, 2014**

**Pegasystems Inc.**

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

**Commission File Number: 1-11859**

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

**04-2787865**  
**(IRS Employer**  
  
**Identification No.)**

Edgar Filing: PEGASYSTEMS INC - Form 8-K

**One Rogers Street, Cambridge, Massachusetts 02142**

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

**617-374-9600**

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

**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))

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

The 2014 Annual Meeting of Stockholders of Pegasystems Inc. (the Company) was held on May 20, 2014. At the Annual Meeting, the following items were presented to the stockholders of the Company for their approval, and approved by the indicated votes:

1. To elect the seven nominees named in the Company's definitive proxy statement to serve on the Company's Board of Directors until its 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of stockholders as follows:

|           | Peter Gyenes | Richard Jones | Steven Kaplan | James O Halloran | Alan Trefler | Larry Weber | William Wyman |
|-----------|--------------|---------------|---------------|------------------|--------------|-------------|---------------|
| FOR       | 33,089,864   | 33,328,139    | 33,392,903    | 33,391,392       | 33,231,797   | 33,885,929  | 33,391,953    |
| AGAINST   | 856,412      | 618,137       | 553,271       | 554,831          | 714,453      | 60,372      | 554,871       |
| ABSTAIN   | 4,618        | 4,618         | 4,720         | 4,671            | 4,644        | 4,593       | 4,070         |
| Non Votes | 2,033,358    | 2,033,358     | 2,033,358     | 2,033,358        | 2,033,358    | 2,033,358   | 2,033,358     |

2. To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers. The compensation of the Company's named executive officers was approved on a non-binding advisory basis by a vote of stockholders as follows:

|           | Executive Compensation |
|-----------|------------------------|
| FOR       | 33,704,206             |
| AGAINST   | 240,321                |
| ABSTAIN   | 6,367                  |
| Non-Votes | 2,033,358              |

3. To approve an amendment to the Company's Restated Articles of Organization to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000. The amendment to the Company's Restated Articles of Organization to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000 was approved by a vote of stockholders as follows:

|           | Amendment to the Company's Restated Articles of Organization |
|-----------|--|
| FOR       | 34,964,107   |
| AGAINST   | 1,012,815  |
| ABSTAIN   | 7,330  |
| Non Votes | 0  |

4. To ratify the selection by the Audit Committee of the Company's Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. The proposal was approved by a vote of stockholders as follows:

|           | Auditors   |
|-----------|------------|
| FOR       | 35,140,762 |
| AGAINST   | 830,092    |
| ABSTAIN   | 13,398     |
| Non Votes | 0          |

**Item 8.01. Other Events.**

On May 27, 2014, the Company issued a press release announcing an increase in the quarterly cash dividend from \$0.015 per share to \$0.03 per share. The increase will first be reflected in the Company's third quarter cash dividend which will be paid on July 15, 2014 to stockholders of record on July 1, 2014.

The press release announcing the increase in the quarterly cash dividend is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

99.1 Press release, dated May 27, 2014.

**Signature(s)**

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.

Date: May 27, 2014

Pegasystems Inc.

By: /s/ Janet Mesrobian  
Janet Mesrobian  
Associate General Counsel and Secretary

**Exhibit Index**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                 |
|------------------------|------------------------------------|
| 99.1                   | Press release, dated May 27, 2014. |