

INFORMATICA CORP
Form 8-K
May 24, 2013

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 24, 2013

INFORMATICA CORPORATION

(Exact name of registrant as specified in its charter)

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

0-25871
(Commission File Number)

77-0333710
(I.R.S. Employer
Identification Number)

100 Cardinal Way
Redwood City, California 94063

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(Address of principal executive offices)

(650) 385-5000

(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 obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under 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))
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Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Amendment of 2009 Equity Incentive Plan

On May 24, 2013, Informatica Corporation held its Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the stockholders voted on and approved amendments to Informatica's 2009 Equity Incentive Plan (the "2009 Plan") to increase the number of shares of Informatica's common stock reserved for issuance thereunder by 4,000,000 shares and to provide for separate, lower limits on the number of equity awards that a non-employee director may receive in a fiscal year. The terms and conditions of the 2009 Plan are described in Informatica's Proxy Statement dated April 11, 2013.

A copy of the amended 2009 Plan will be filed as an exhibit to Informatica's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

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

The information contained in Item 5.02 above is hereby incorporated by reference. At the Annual Meeting, the stockholders voted on the following matters:

Proposal One Election of Directors. The following nominees were elected as Class I directors for a term of three years or until their respective successors have been duly elected and qualified.

| NOMINEE | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------------|------------|-----------|---------|---------------------|
| Mark Garrett | 90,192,294 | 797,620 | 59,568 | 5,227,763 |
| Gerald Held | 88,520,390 | 2,469,824 | 59,268 | 5,227,763 |
| Charles J. Robel | 89,941,666 | 1,048,248 | 59,568 | 5,227,763 |

Informatica's Board of Directors is comprised of nine members who are divided into three classes with overlapping three-year terms. The term of Informatica's Class II directors, Mark A. Bertelsen, Andrew M. Miller and A. Brooke Seawell, will expire at the 2014 annual meeting of stockholders. The term of Informatica's Class III directors, Sohaib Abbasi, Amy Chang and Geoffrey W. Squire, will expire at the 2015 annual meeting of stockholders.

Proposal Two Amendment to 2009 Equity Incentive Plan. The amendments to the 2009 Plan were approved.

FOR

AGAINST

ABSTAIN

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| | | | | BROKER NON-VOTES |
|--|------------|------------|---------|-----------------------------|
| | 76,343,929 | 14,416,203 | 289,350 | 5,227,763 |

Proposal Three Ratification of the Appointment of Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as Informatica's independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified.

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 94,395,324 | 1,753,511 | 128,410 |

Proposal Four Advisory Vote on Executive Compensation. The stockholders cast their votes with respect to the advisory vote on Informatica's executive compensation as follows:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-----------------------------|
| 87,300,726 | 3,719,947 | 28,809 | 5,227,763 |

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.

Date: May 24, 2013

INFORMATICA CORPORATION

By: /s/ EARL E. FRY
Earl E. Fry

*Chief Financial Officer, Chief Administration Officer and EVP,
Global Customer Support and Services*