

AEROHIVE NETWORKS, INC
Form 8-K
May 25, 2018

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 23, 2018

Aerohive Networks, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-36355 | 20-4524700 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1011 McCarthy Boulevard
Milpitas, CA 95035
(Address of Principal Executive Offices including Zip Code)

(408) 510-6100
(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 23, 2018, Aerohive Networks, Inc. (the “Company”) held its Annual Meeting of Stockholders for its fiscal year ended December 31, 2017 (the “Annual Meeting”). At the Annual Meeting, there were represented, either in person or by proxy, 41,271,678 shares of the Company’s common stock (“Common Stock”), or 75.55% of a total of 54,625,924 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders voted on the following two proposals presented at the Annual Meeting, casting their votes as follows:

Proposal No. 1 – Election of Directors

Remo Canessa, Curtis E. Garner and Changming Liu were elected by the following votes as Class I directors to hold office until the 2021 Annual Meeting of Stockholders, or until their successors are duly elected and qualified:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Remo Canessa | 21,538,573 | 6,111,631 | 13,621,474 |
| Curtis E. Garner | 14,779,029 | 12,871,175 | 13,621,474 |
| Changming Liu | 21,347,144 | 6,303,060 | 13,621,474 |

Proposal No. 2 – Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified by the following votes the appointment of Deloitte & Touche LLP to serve as the Company’s independent registered public accounting firm for fiscal year ending December 31, 2018:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 41,238,511 | 23,302 | 9,865 | 0 |

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.

AEROHIVE NETWORKS, INC.

By: /s/ Steve Debenham
 Steve Debenham
 Vice President, General Counsel & Secretary