

PTC INC.  
Form 8-K  
March 06, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) March 6, 2013

PTC Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts  
(State or Other Jurisdiction of Incorporation)

0-18059  
(Commission File Number)

04-2866152  
(IRS Employer Identification No.)

140 Kendrick Street  
Needham, Massachusetts  
(Address of Principal Executive Offices)

02494-2714  
(Zip Code)

(781) 370-5000  
(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 (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))



Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Approval of Amendment to 2000 Equity Incentive Plan

On March 6, 2013, at the 2013 Annual Meeting of Stockholders, PTC stockholders approved an amendment to PTC’s 2000 Equity Incentive Plan (2000 EIP) increasing by 7,500,000 the number of shares available for issuance under the 2000 EIP to 34,300,000. All other terms and conditions of the 2000 EIP remained the same.

The 2000 EIP provides for grants of stock options, stock, restricted stock, restricted stock units and stock appreciation rights to employees (including our executive officers), directors and consultants capable of contributing to the success of PTC. This description of the 2000 EIP is qualified in its entirety by the full text of 2000 EIP, which is filed as Exhibit 10.1 and incorporated into this description by this reference.

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

An Annual Meeting of Stockholders was held on March 6, 2013. Four proposals were before the meeting:

- Election of three Class II directors to serve until the 2016 Annual Meeting;
- Approval of an increase in the number of shares available for issuance under our 2000 Equity Incentive Plan, increasing by 7,500,000 the number of shares available for issuance to 34,300,000 under such plan.
- Advisory vote to approve the compensation of our named executive officers; and
- Confirmation of the selection of PricewaterhouseCoopers LLP as PTC’s independent registered public accounting firm for the 2013 fiscal year.

The votes with respect to the proposals are set forth below.

Elect Three Class I Directors to Serve until the 2016 Annual Meeting

	For	Withheld	Broker Non-Votes
Thomas Bogan	105,674,441	1,597,469	5,256,131
Michael Porter	102,639,273	4,632,637	5,256,131
Robert Schechter	106,113,402	1,158,508	5,256,131

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Approve the Increase in the Number of Shares Available for Issuance under the 2000 Equity Incentive Plan

For	Against	Abstain	Broker Non-Votes
99,820,931	6,829,195	621,784	5,256,131

Advisory Vote on the Compensation of Our Named Executive Officers

For	Against	Abstain	Broker Non-Votes
106,290,910	859,831	121,169	5,256,131

Confirm the Selection of PricewaterhouseCoopers LLP as PTC's Independent Registered Public Accounting Firm for the 2011 Fiscal Year

For	Against	Abstain	Broker Non-Votes
110,543,404	1,959,449	25,188	--

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1\* 2000 Equity Incentive Plan.

\* Indicates a management contract or compensatory plan or arrangement in which an executive officer or director of PTC participates.

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.

PTC Inc.

Date: March 6, 2013

By: /s/ Aaron C. von Staats  
Aaron C. von Staats  
General Counsel & Secretary