

EVOLVING SYSTEMS INC  
Form 8-K  
June 14, 2018

# 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)

**June 13, 2018**

### **Evolving Systems, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-34261**  
(Commission File Number)

**84-1010843**  
(I.R.S. Employer Identification  
No.)

**9800 Pyramid Court, Suite 400, Englewood, Colorado 80112**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 802-1000**

**Not applicable**

(Former name or former address, if changed since last report.)

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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))

Indicate by check mark whether the registrant is an emerging growth company 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.

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## Item 5.07

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

Evolving Systems held its Annual Meeting of Stockholders on June 13, 2018 ( Annual Meeting ) at the Company's headquarters in Englewood, Colorado. The Company is providing the following information regarding the results of the matters voted on by stockholders at the Annual Meeting.

David J. Nicol, David S. Oros, Richard R. Ramlall, Julian D. Singer, Matthew Stecker and Thomas Thekkethala were elected to the Board of Directors. The stockholders also approved the Amendment to the Company's 2016 Stock Incentive Plan, and they also ratified the Board of Directors' appointment of Friedman LLP as the Company's independent registered public accounting firm for the year ended December 31, 2018.

The Company's inspector of election certified the vote tabulations.

The final voting results on these matters were as follows:

## 1. Election of Directors.

| Name               | Votes For | Votes Withheld | Broker Non-Vote |
|--------------------|-----------|----------------|-----------------|
| David J. Nicol     | 7,168,966 | 1,326,887      | 3,213,293       |
| David S. Oros      | 7,166,388 | 1,329,465      | 3,213,293       |
| Richard R. Ramlall | 6,702,527 | 1,793,326      | 3,213,293       |
| Julian D. Singer   | 6,749,519 | 1,746,334      | 3,213,293       |
| Matthew Stecker    | 8,401,012 | 94,841         | 3,213,293       |
| Thomas Thekkethala | 8,399,527 | 96,326         | 3,213,293       |

## 2. Approval of an Amendment to the 2016 Stock Incentive Plan to increase the number of shares of Common Stock available for issuance under the Plan by 200,000 shares.

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote |
|-----------|---------------|---------------|-----------------|
| 6,735,524 | 1,735,940     | 24,389        | 3,213,293       |

## 3. Ratification of the selection of Friedman LLP as the Company's independent registered public accounting firm to audit the consolidated financial statements of Evolving Systems for its fiscal year ending December 31, 2018.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 11,602,965 | 58,285        | 47,896        | 0               |

**SIGNATURE**

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.

Dated: June 14, 2018

Evolving Systems, Inc.

By:

/s/ MARK P. SZYNKOWSKI  
Mark P. Szykowski  
Sr. Vice President of Finance