

Edgar Filing: Angie's List, Inc. - Form 8-K

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 September 29, 2017, Angie’s List, Inc., a Delaware corporation (“Angie’s List”) held a Special Meeting of Stockholders (the “Special Meeting”). At the Special Meeting, the Angie’s List stockholders voted to adopt the Agreement and Plan of Merger, dated as of May 1, 2017, as amended as of August 26, 2017 (the “Merger Agreement”), by and among Angie’s List, IAC/InterActiveCorp, a Delaware corporation (“IAC”), ANGI Homeservices Inc. (f/k/a Halo TopCo, Inc.), a Delaware corporation and direct wholly owned subsidiary of IAC (“ANGI Homeservices”), and Casa Merger Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of ANGI Homeservices (“Merger Sub”), and approve the transactions contemplated by the Merger Agreement, including the acquisition of Angie’s List by ANGI Homeservices by way of the merger of Merger Sub with and into Angie’s List (the “Merger”). In addition, the stockholders approved, on a non-binding advisory basis, the compensation that may be paid or become payable to certain executive officers of Angie’s List in connection with the Merger.

The following tables reflect the results of the Special Meeting:

1. Proposal to adopt the Merger Agreement:

Shares Voted For	Against	Abstain	Broker Non-Votes
48,750,034	48,638,726	10,748	100,560
			0

2. Proposal to approve on an advisory (non-binding) basis the compensation payable to certain executive officers of Angie’s List in connection with the Merger:

Shares Voted For	Against	Abstain	Broker Non-Votes
48,750,034	48,412,797	227,159	110,078
			0

Stockholder action on the third proposal to approve the adjournment or postponement of the Special Meeting if necessary or appropriate, including to solicit additional proxies in favor of the proposal to adopt the Merger Agreement if there were not sufficient votes at the time of the Special Meeting to adopt the Merger Agreement, was not required, and no vote was taken on such proposal.

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: September 29, 2017

ANGIE'S LIST, INC.

/s/ SHANNON M. SHAW

By: Shannon M. Shaw

Its: Chief Legal Officer & Corporate Secretary