

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

(e) On March 14, 2019, at the annual meeting of shareholders for fiscal year 2018 (the “Annual Meeting”), the shareholders of F5 Networks, Inc. (the “Company”) voted to approve (i) the F5 Networks, Inc. 2014 Incentive Plan, as amended and restated (the “2014 Plan”), to increase the number of shares of common stock issuable under the 2014 Plan by an additional 1,750,000 shares and (ii) the F5 Networks, Inc. 2011 Employee Stock Purchase Plan, as amended and restated (the “2011 Plan”), to increase the number of shares of common stock issuable under the 2011 Plan by an additional 2,000,000 shares.

The complete texts of the 2014 Plan and 2011 Plan are set forth in Exhibits 10.1 and 10.2, respectively, to this Form 8-K and are each incorporated herein by reference.

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

At the Annual Meeting, the Company’s shareholders voted on: (1) the election of eleven directors to hold office until the annual meeting of shareholders for fiscal year 2019 and until their successors are elected and qualified; (2) the approval of the 2014 Plan to increase the number of shares of common stock issuable under the 2014 Plan by an additional 1,750,000 shares; (3) the approval of the 2011 Plan to increase the number of shares of common stock issuable under the 2011 Plan by an additional 2,000,000 shares; (4) the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2019; and (5) an advisory vote regarding approval of the compensation of the Company’s named executive officers.

A total of 49,871,270 shares of the Company’s common stock outstanding and entitled to vote were present at the meeting in person or by proxy at the Annual Meeting. The voting results were as follows:

Item 1: Election of eleven directors to hold office until the annual meeting of shareholders for fiscal year 2019:

| Name of Director | For | Against | Abstain | Broker Non-Votes |
|----------------------|------------|-----------|---------|------------------|
| A. Gary Ames | 42,773,216 | 3,234,937 | 30,978 | 3,832,139 |
| Sandra E. Bergeron | 45,518,565 | 491,882 | 28,684 | 3,832,139 |
| Deborah L. Bevier | 44,971,813 | 1,038,254 | 29,064 | 3,832,139 |
| Michael Combes | 45,737,000 | 270,770 | 31,361 | 3,832,139 |
| Michael L. Dreyer | 45,716,203 | 291,964 | 30,964 | 3,832,139 |
| Alan J. Higginson | 43,392,307 | 2,615,895 | 30,929 | 3,832,139 |
| Peter S. Klein | 45,986,617 | 21,758 | 30,756 | 3,832,139 |
| François Locoh-Donou | 45,438,023 | 571,848 | 29,260 | 3,832,139 |
| John McAdam | 45,035,202 | 976,002 | 27,927 | 3,832,139 |
| Nikhil Mehta | 45,250,821 | 757,079 | 31,231 | 3,832,139 |
| Marie E. Myers | 45,988,652 | 21,678 | 28,801 | 3,832,139 |

Item 2: Approval of the 2014 Plan to increase the number of shares of common stock issuable under the 2014 Plan by an additional 1,750,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 35,719,508 | 10,281,704 | 37,919 | 3,832,139 |

Item 3: Approval of the 2011 Plan to increase the number of shares of common stock issuable under the 2011 Plan by an additional 2,000,000 shares:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 45,920,993 | 78,267 | 39,871 | 3,832,139 |

Item 4: Ratification of the selection of

PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019:

| For | Against | Abstain |
|------------|-----------|---------|
| 47,234,855 | 2,602,232 | 34,183 |

Item 5: Advisory vote on the approval of the compensation of the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 37,376,376 | 8,585,378 | 77,377 | 3,832,139 |

Item 9.01 Financial Statements and Exhibits.

10.1 F5 Networks, Inc. 2014 Incentive Plan, as amended and restated

10.2 F5 Networks, Inc. 2011 Employee Stock Purchase Plan, as amended and restated

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.

F5 NETWORKS,
INC.
(Registrant)

Date: March 14, 2019 By: /s/ Scot F.
Rogers
Scot F.
Rogers
Executive
Vice
President
and
General
Counsel