

Exchange Act. "

Item 5.02 Election of Directors.

Appointment of Director

On March 20, 2019, the Board expanded from seven to eight the number of authorized directors of the Board and appointed Ingrid Burton to serve as a member of the Board and its Compensation Committee. Ms. Burton was appointed as a Class II director to serve until the 2019 annual meeting of stockholders, or until a successor is duly elected and qualified.

Ms. Burton currently serves as the Chief Marketing Officer at H2O.ai, an open source AI and machine learning technology company, which position she assumed as of February 2018. Previously, from July 2015 to March 2017, Ms. Burton was Chief Marketing Officer of Hortonworks, a data software company. From January 2013 to June 2015, Ms. Burton was S.V.P. for Technology and Innovation Marketing with SAP, a global software company. Ms. Burton previously held chief marketing officer positions with Silver Spring Networks and Plantronics, and held various executive and senior management positions over 20 years with Sun Microsystems involved with corporate marketing and branding. Ms. Burton holds a B.A. in Mathematics with a focus in Computer Science from San Jose State University. As provided under the Company's Outside Director Compensation Policy (the "Director Compensation Policy"), Ms. Burton automatically received upon her appointment an award in the form of restricted stock units, with a value equal to \$200,000, with one third of the shares subject to the award vesting on each anniversary of the award's grant date, provided that Ms. Burton remains a service provider through the applicable vesting date. Ms. Burton will also earn annual cash retainer fees for her service on the Board and its committees as provided under the Director Compensation Policy. In addition, it is expected that Ms. Burton will execute the Company's standard form of indemnification agreement.

There are no arrangements or understandings between Ms. Burton and any other persons pursuant to which she was selected as a director, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended, nor are any such transactions currently proposed. There are no family relationships between Ms. Burton and any director or executive officer of the Company.

On March 20, 2019, the Company issued a press release announcing the appointment. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press release issued by Aerohive Networks, Inc. dated March 20, 2019.

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

Date: March 22, 2019