

TERADATA CORP /DE/
Form 8-K
April 23, 2018

UNITED STATES
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): April 17, 2018

TERADATA CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-33458
(Commission

File Number)

75-3236470
(I.R.S. Employer

Identification No.)

10000 Innovation Drive

45342

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Dayton, Ohio

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number including area code: (866) 548-8348

N/A

(Former Name or 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:

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

The Annual Meeting of Stockholders (the Annual Meeting) of Teradata Corporation (Teradata or the Company) was held on April 17, 2018. At the Annual Meeting, the holders of a total of 111,241,513 shares of the Company s common stock entitled to vote were present in person or represented by proxy, constituting approximately 92% of the total shares issued and outstanding and entitled to vote at the Annual Meeting. Stockholders voted on four matters:

- 1) a proposal to elect Lisa R. Bacus, Timothy C.K. Chou, James R. Ringler, and John G. Schwarz as Class II directors;
- 2) an advisory (non-binding) vote on executive compensation (a say-on-pay vote);
- 3) a proposal to approve the amended and restated Teradata Employee Stock Purchase Plan; and
- 4) a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2018.

The number of votes cast for or against, the number of abstentions, and the number of broker non-votes with respect to each matter required to be reported herein was certified by an independent inspector of elections, and are set forth below:

1. Election of Class II directors for three-year terms expiring at the 2021 Annual Meeting and to hold office until their respective successors are duly elected and qualified.

a. Lisa R. Bacus

| | | | |
|-----------------|--------------------|------------------|-----------------------------|
| For: 99,872,705 | Against: 2,189,632 | Abstain: 155,181 | Broker Non-Votes: 9,023,995 |
|-----------------|--------------------|------------------|-----------------------------|

b. Timothy C.K. Chou

| | | | |
|------------------|--------------------|------------------|-----------------------------|
| For: 100,638,795 | Against: 1,406,072 | Abstain: 172,651 | Broker Non-Votes: 9,023,995 |
|------------------|--------------------|------------------|-----------------------------|

c. James R. Ringler

| | | | |
|-----------------|--------------------|--------------------|-----------------------------|
| For: 94,160,810 | Against: 6,662,011 | Abstain: 1,394,697 | Broker Non-Votes: 9,023,995 |
|-----------------|--------------------|--------------------|-----------------------------|

d. John G. Schwarz

| | | | |
|-----------------|--------------------|------------------|-----------------------------|
| For: 99,855,892 | Against: 2,197,025 | Abstain: 164,601 | Broker Non-Votes: 9,023,995 |
|-----------------|--------------------|------------------|-----------------------------|

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2. An advisory (non-binding) vote on executive compensation (say-on-pay).

For: 94,651,628 Against: 3,129,331 Abstain: 4,436,559 Broker Non-Votes: 9,023,995

3. The approval of the amended and restated Teradata Employee Stock Purchase Plan.

For: 100,971,880 Against: 1,113,862 Abstain: 131,776 Broker Non-Votes: 9,023,995

4. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for 2018.

For: 108,945,702 Against: 2,114,477 Abstain: 181,334

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.

Teradata Corporation

By: /s/ Laura K Nyquist

Name: Laura K. Nyquist

Title: General Counsel and Secretary

Dated: April 23, 2018