

AGILENT TECHNOLOGIES INC

Form 8-K

January 17, 2019

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

January 16, 2019

Date of Report (Date of earliest event reported)

AGILENT TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-15405

77-0518772

(State or other Jurisdiction

(Commission File Number)

(IRS

Employer

Identification

of Incorporation)

No.)

5301 Stevens Creek Boulevard

Santa Clara, CA 95051

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (408) 345-8886

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.

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

(d) On January 16, 2019, the Board of Directors, upon the recommendation of its Nominating/Corporate Governance Committee, increased the size of the Board from 10 to 11 members and appointed Mala Anand to fill the vacancy so created, both effective March 20, 2019, immediately following our 2019 Annual Meeting of Stockholders. Ms. Anand was appointed to serve in the class of directors that will stand for re-election at our 2021 Annual Meeting of Stockholders. Ms. Anand will serve on the Nominating/Corporate Governance Committee of the Company's Board.

Ms. Anand, age 51, has served as President, Intelligent Enterprise Solutions and Industries of SAP SE since October 2016. Prior to joining SAP, Ms. Anand served as Senior Vice President, Data & Analytics and Automation Software Platform group at Cisco Systems, Inc. from July 2014 to October 2016 and as Vice President and General Manager, Services Platform Group at Cisco from October 2007 to June 2014. Prior to that, Ms. Anand held various senior executive positions in software products, go-to-market, services, and technology businesses and served as entrepreneur in residence for Kleiner Perkins Caufield and Byers, a venture capital firm.

The Board has determined that Ms. Anand meets the independence standards adopted by the Board in compliance with the New York Stock Exchange corporate governance listing standards and Item 407(a) of Regulation S-K.

Ms. Anand has (i) no arrangements or understandings with any other person pursuant to which she was appointed as a director, and (ii) no family relationship with any director or executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer.

Ms. Anand has had (i) no direct or indirect material interest in any transaction or series of similar transactions contemplated by Item 404(a) of Regulation S-K and, (ii) as of the date of this Current Report on Form 8-K, Ms. Anand holds no direct or indirect beneficial ownership in the Company's stock or rights to acquire the Company's stock.

Ms. Anand will receive the standard compensation, a portion of which will be pro-rated to reflect the actual time Ms. Anand will serve on the Company's Board this year, paid by the Company to all of its non-employee directors and as described under "Compensation of Non-Employee Directors" in the Company's Proxy Statement for its Annual Meeting of Stockholders filed with the Securities and Exchange Commission ("SEC") on February 8, 2018. In connection with her appointment, Ms. Anand will enter into a standard indemnification agreement with the Company in the form previously approved by the Board, which is filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on April 10, 2008 and is incorporated by reference herein.

The Company issued a press release on January 16, 2019 announcing the appointment of Mala Anand to the Company's Board. A copy of the press release is attached as Exhibit 99.1 to this report and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following is furnished as an exhibit to this report and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | <u>Press release,</u> <u>dated January</u> <u>16, 2019,</u> <u>announcing</u> <u>new board</u> <u>member.</u> |

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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.

AGILENT TECHNOLOGIES, INC.

By: /s/ P. Diana Chiu

Name: P. Diana Chiu

Title: Vice President, Assistant General Counsel and
Assistant Secretary

Date: January 16, 2019