

Q2 Holdings, Inc.
Form 8-K
June 14, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): June 13, 2018

Q2 HOLDINGS, INC.

(Exact name of registrant as specified in charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 001-36350 (Commission File Number) | 20-2706637 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|--|

13785 Research Blvd., Suite 150
Austin, Texas 78750
(Address of principal executive offices, including zip code)

(512) 275-0072
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former 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 (§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

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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.

Q2 Holdings, Inc. (the "Company") held its 2018 annual meeting of stockholders on June 13, 2018. Holders of an aggregate of 42,464,146 shares of the Company's common stock at the close of business on April 25, 2018 were entitled to vote at the meeting, of which 41,613,957, or 97.99%, of the eligible shares were represented in person or by proxy. The matters voted upon at the meeting and the results of those votes are as follows:

Proposal 1: Election of Class I Directors to hold office for three-year terms or until their respective successors are elected and qualified, or their earlier death, resignation or removal.

| | For | Withheld | Broker Non-votes |
|------------------|------------|------------|---------------------|
| Jeffrey T. Diehl | 26,870,017 | 12,550,333 | 2,193,607 |
| Matthew P. Flake | 28,006,340 | 11,414,010 | 2,193,607 |

Based on the votes set forth above, all of the director nominees were duly elected.

Proposal 2: Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2018.

| For | Against | Abstaining |
|------------|---------|------------|
| 41,432,490 | 100,650 | 80,817 |

Based on the votes set forth above, the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified.

Proposal 3: Advisory vote to approve the compensation of the Company's named executive officers..

| For | Against | Abstaining | Broker Non-votes |
|------------|---------|------------|---------------------|
| 38,963,790 | 367,627 | 88,933 | 2,193,607 |

Based on the votes set forth above, the stockholders approved on an advisory basis the compensation of the Company's named executive officers.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Q2 HOLDINGS, INC.

Date: June 14, 2018 By: /s/ Jennifer N. Harris
Jennifer N. Harris
Chief Financial Officer