

EPAM Systems, Inc.  
Form 8-K  
June 09, 2016

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): June 7, 2016

EPAM SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 1-35418 223536104  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

41 University Drive,  
Suite 202 18940  
Newtown, Pennsylvania  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 267-759-9000

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 (see General Instruction A.2. below):

- 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))



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

EPAM Systems, Inc. (the “Company”) held its Annual Meeting of Stockholders on June 7, 2016 (the “2016 Annual Meeting”). A total of 50,577,697 shares of the Company’s common stock were entitled to vote on matters presented to stockholders at the 2016 Annual Meeting as of April 15, 2016. The proposals presented at the 2016 Annual Meeting are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 27, 2016 (the “Proxy Statement”). The following is a summary of the final voting results for each matter.

Election of Directors

The Company’s stockholders voted to elect Karl Robb and Richard Michael Mayoras to serve as Class I directors, holding office for a three-year term until the annual meeting of stockholders in 2019, or until their successors are elected and qualified. Votes cast were as follows:

| Nominee                 | Votes FOR  | Withheld  | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Karl Robb               | 38,658,471 | 1,831,573 | 7,825,679        |
| Richard Michael Mayoras | 39,323,653 | 1,166,391 | 7,825,679        |

Ratification of Appointment of Independent Auditors

Stockholders of the Company ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016. Votes cast were as follows:

| Votes FOR  | Votes AGAINST | Abstain |
|------------|---------------|---------|
| 48,242,788 | 53,530        | 19,405  |

Advisory Vote to Approve Executive Compensation

The Company’s stockholders, on an advisory basis, voted to approve the compensation paid to the Company’s named executive officers for the Company’s fiscal year ended December 31, 2015 as disclosed in the Company’s Proxy Statement. Votes cast were as follows:

| Votes FOR  | Votes AGAINST | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 37,778,696 | 2,621,966     | 89,382  | 7,825,679        |

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.

EPAM Systems, Inc.

Date: June 9, 2016 By: /s/ GINGER MOSIER

Name: Ginger Mosier

Title: Senior Vice President, General Counsel and Secretary