

CIENA CORP
Form 8-K
March 27, 2017

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): March 23, 2017

Ciena Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36250
(Commission File Number)

23-2725311
(IRS Employer Identification No.)

7035 Ridge Road, Hanover, MD 21076
(Address of Principal Executive Offices) (Zip Code)

(410) 694-5700
(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 (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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Ciena held its annual meeting of stockholders on March 23, 2017. As of the January 26, 2017 record date, there were 141,262,606 shares of common stock outstanding and entitled to notice of and to vote at the annual meeting. The matters described below were voted on by stockholders at the annual meeting and the number of votes cast with respect to each matter, and with respect to the election of directors, were as indicated below:

| Proposal 1 | For | Against | Abstain | Non-Votes |
|---|-------------|-----------|-----------|------------|
| Election to the Board of Directors of three Class II directors: | | | | |
| Harvey B. Cash | 108,715,807 | 5,720,029 | 1,207,952 | 14,746,317 |
| Judith M. O'Brien | 112,179,109 | 2,255,008 | 1,209,671 | 14,746,317 |
| Gary B. Smith | 112,405,339 | 2,038,810 | 1,199,639 | 14,746,317 |

Each director nominee above was elected by the vote of the majority of the votes cast by stockholders in accordance with Ciena's bylaws and will serve a three-year term expiring at the 2020 annual meeting of stockholders. In addition, the following directors continued to hold office after the annual meeting: Bruce L. Claflin, Lawton W. Fitt, Patrick T. Gallagher, Patrick H. Nettles, Ph.D., T. Michael Nevens and Michael J. Rowny.

| Proposal 2 | For | Against | Abstain | Non-Votes |
|--|-------------|-----------|---------|------------|
| Approval of Ciena's 2017 Omnibus Incentive Plan: | 112,093,274 | 3,366,100 | 184,414 | 14,746,317 |

Proposal 2 was approved by the affirmative vote of a majority of the total votes cast by stockholders.

| Proposal 3 | For | Against | Abstain | Non-Votes |
|---|-------------|-----------|---------|-----------|
| Ratification of the appointment of PricewaterhouseCoopers LLP as Ciena's independent registered public accounting firm for the fiscal year ending October 31, 2017: | 128,073,184 | 2,146,511 | 170,410 | |

Proposal 3 was approved by the affirmative vote of a majority of the total votes cast by stockholders.

| Proposal 4 | For | Against | Abstain | Non-Votes |
|---|-------------|-----------|---------|------------|
| A stockholder advisory vote on the named executive officer compensation described in the proxy materials: | 105,746,635 | 9,679,942 | 217,211 | 14,746,317 |

Proposal 4 was approved by the affirmative vote of a majority of the total votes cast by stockholders.

| Proposal 5 | Every Year | Every Two Years | Every Three Years | Abstain | Non-Votes |
|--|-------------|-----------------|-------------------|---------|------------|
| A stockholder advisory vote on the frequency of future stockholder advisory votes on named executive officer compensation: | 101,729,856 | 82,446 | 13,697,675 | 133,811 | 14,746,317 |

A majority of the total votes cast by stockholders on Proposal 5 were cast in favor of holding the stockholder advisory vote on named executive officer compensation every year.

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 thereunto duly authorized.

Ciena Corporation

Date: March 27, 2017 By: /s/ James E. Moylan, Jr.

James E. Moylan, Jr.

Senior Vice President, Chief Financial Officer