

F5 NETWORKS INC
Form 8-K
March 15, 2010

**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):

March 11, 2010

F5 Networks, Inc.

(Exact name of registrant as specified in its charter)

Washington

000-26041

91-1714307

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

401 Elliott Avenue West
Seattle, WA

98119

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (206) 272-5555

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

(a) On March 11, 2010, F5 Networks, Inc. (the Company) held its annual meeting of shareholders.

(b) At the meeting, shareholders voted on the election of three Class II directors to hold office until the annual meeting of shareholders for fiscal year end 2012 and until their successors are elected and qualified and ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2010. A total of 73,127,307 shares of the Company's common stock outstanding and entitled to vote were present at the meeting in person or by proxy. All three nominees for director were elected and the ratification of the selection of PricewaterhouseCoopers LLP as the independent auditors for fiscal year 2010 was approved.

The voting results were as follows:

1. To elect three Class II directors to hold office until the annual meeting of shareholders for fiscal year end 2012 and until their successors are elected and qualified

| NAME | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------------|------------|----------------|----------------|-----------------------------|
| Deborah L. Bevier | 67,178,724 | 1,175,596 | 12,645 | 4,760,342 |
| Alan J. Higginson | 63,224,785 | 5,129,842 | 12,338 | 4,760,342 |
| John McAdam | 64,033,520 | 4,323,941 | 9,504 | 4,760,342 |

2. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2010

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 69,788,182 | 3,310,445 | 28,680 |

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.

F5 NETWORKS, INC.
(Registrant)

Date: March 15, 2010

By: /s/ Jeffrey A. Christianson
Jeffrey A. Christianson
Sr. Vice President and General Counsel