

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 5, 2020

**SUPER MICRO COMPUTER, INC.**

(Exact name of registrant specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33383**  
(Commission File Number)

**77-0353939**  
(I.R.S. Employer  
Identification No.)

**980 Rock Avenue, San Jose, California 95131**  
(Address of principal executive offices, including Zip Code)

Registrant's telephone, including area code: (408) 503-8000

**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))

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	SMCI	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders (the “Annual Meeting”) of Super Micro Computer, Inc. (the “Company”) was held on June 5, 2020. Set forth below are the proposals on which the Company’s stockholders voted at the Annual Meeting and the voting results for each proposal.

**Proposal 1: Election of Directors**

(A) Election of three Class I directors to hold office until the annual meeting of stockholders following fiscal year 2022, until their successors are duly elected and qualified:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Charles Liang	41,654,983	2,155,432	4,265,624
Tally Liu	38,931,041	4,879,374	4,265,624
Sherman Tuan	37,142,105	6,668,310	4,265,624

(B) Election of three Class II directors to hold office until the annual meeting of stockholders following fiscal year 2020, until their successors are duly elected and qualified:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Sara Liu	39,679,540	4,130,875	4,265,624
Michael S. McAndrews	29,879,702	13,930,713	4,265,624
Hwei-Ming (Fred) Tsai	24,997,135	18,813,280	4,265,624

(C) Election of two Class III directors to hold office until the annual meeting of stockholders following fiscal year 2021, until their successors are duly elected and qualified:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Daniel W. Fairfax	39,182,416	4,627,999	4,265,624
Saria Tseng	37,348,396	6,462,019	4,265,624

All Class I director nominees, Class II director nominees and Class III director nominees were duly elected.

**Proposal 2:** A proposal to approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the proxy statement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
39,895,795	3,856,534	58,086	4,265,624

Proposal 2 was approved.

**Proposal 3:** A proposal to ratify the appointment of Deloitte & Touche LLP to serve as the Company’s independent registered public accounting firm for the Company’s fiscal year ending June 30, 2020.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
38,732,759	9,337,333	5,947

Proposal 3 was approved.

**Proposal 4:** A proposal to approve the Super Micro Computer, Inc. 2020 Equity and Incentive Compensation Plan.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
39,318,707	4,462,002	29,706	4,265,624

Proposal 4 was approved.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

**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.

**SUPER MICRO COMPUTER, INC.**

Date: June 8, 2020

By: /s/ Charles Liang  
President, Chief Executive Officer and Chairman of the Board  
(Principal Executive Officer)