

CITRIX SYSTEMS INC
Form 8-K
September 20, 2017

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):

September 18, 2017

CITRIX SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-27084
(Commission File Number)

75-2275152
(IRS Employer Identification No.)

851 West Cypress Creek Road

Fort Lauderdale, Florida
(Address of Principal Executive Offices)

33309
(Zip Code)

Registrant's telephone number, including area code: (954) 267-3000

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 Instructions A.2.):

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 or Rule 12b-2 of the Exchange Act.

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 18, 2017, the Board of Directors (the Board) of Citrix Systems, Inc. (the Company) expanded the Board from nine to ten directors, and elected Dr. Ajei S. Gopal as a director of the Company, effective as of the same date. Dr. Gopal was also appointed as a member of the Compensation Committee of the Board.

As a result of his appointment to the Board, Dr. Gopal will be entitled to participate in the Company's non-employee director compensation program (the Program). Pursuant to the Program, Dr. Gopal will be entitled to receive annual cash compensation of \$60,000 for his service on the Board, as well as annual cash compensation of \$15,000 for his service on the Compensation Committee. Additionally, pursuant to the Program and under the Company's Amended and Restated 2014 Equity Incentive Plan, Dr. Gopal will be eligible to receive (i) an initial grant of restricted stock units valued at \$500,000 that will vest in equal annual installments over a three-year period, and (ii) commencing in 2018, an annual grant of restricted stock units valued at \$250,000 that will vest monthly over a one-year period. The Company will also enter into an indemnification agreement with Dr. Gopal in substantially the same form entered into with the other directors of the Company.

There are no other arrangements or understandings between Dr. Gopal and any other person pursuant to which Dr. Gopal was selected as a director. Dr. Gopal is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A press release, dated September 20, 2017, announcing the election of Dr. Gopal as a director of the Company is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
99.1	<u>Press Release dated September 20, 2017 of Citrix Systems, Inc.</u>

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.

CITRIX SYSTEMS, INC.

Date: September 20, 2017

By: /s/ Antonio G. Gomes

Name: Antonio G. Gomes

Title: Senior Vice President and General Counsel