
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): **April 26, 2018**

Rapid7, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-37496

35-2423994

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

100 Summer Street, Boston, Massachusetts

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (617) 247-1717

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))

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

(b)

On April 26, 2018, Alan Matthews provided Rapid7, Inc. (the “*Company*”) with notice of his intent not to stand for re-election to the Board of Directors of the Company (the “*Board*”) at the 2018 Annual Meeting of the Stockholders. Mr. Matthews’ decision not to pursue re-election was not due to a disagreement with the Company. Mr. Matthews will continue to serve as the chairman of the Board and on the Nominating and Corporate Governance Committee of the Board until the expiration of his term at the 2018 Annual Meeting of the Stockholders.

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.

Rapid7, Inc.

Dated: April 30, 2018

By: /s/ Jeff Kalowski
Jeff Kalowski
Chief Financial Officer