

**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 3, 2020

Rapid7, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37496
(Commission
File Number)

35-2423994
(IRS Employer
Identification No.)

120 Causeway Street, Boston, Massachusetts
(Address of principal executive offices)

02114
(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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	RPD	The Nasdaq Global 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 3, 2020, Rapid7, Inc. (the “**Company**”) filed an amendment to its amended and restated certificate of incorporation (the “**Charter Amendment**”) with the Secretary of State of the State of Delaware. Effective upon the filing of the Charter Amendment, the Charter Amendment and an amendment to the Company’s amended and restated bylaws (the “**Bylaw Amendment**”) became effective.

As further described in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 22, 2020, the Charter Amendment and Bylaw Amendment had two effects: (i) to phase in the declassification of the Company’s board of directors to allow its stockholders to vote on the election of directors generally on an annual basis, rather than on a staggered basis (the “**Declassification Amendment**”) and (ii) to eliminate, as of June 30, 2022, the supermajority vote requirement for stockholders of the Company to amend the Company’s amended and restated certificate of incorporation and amended and restated bylaws (collectively, the “**Organizational Documents**”) and replace it with a majority vote standard (the “**Supermajority Amendment**”).

As a result of the Declassification Amendment, directors whose terms expire at the 2021 and 2022 annual meetings of stockholders would be elected for one-year terms, and beginning with the 2023 annual meeting of stockholders, all directors will be elected for one-year terms at each annual meeting of stockholders.

As a result of the Supermajority Amendment, the Company’s stockholders will be permitted to amend the Organizational Documents by a simple majority of the outstanding shares on or after June 30, 2022.

The foregoing description of the Charter Amendment and the Bylaw Amendment is qualified in its entirety by reference to (1) the Certificate of Amendment to the Amended and Restated Certificate of Incorporation filed as Exhibit 3.1 hereto, and (2) the Amendment to the Amended and Restated Bylaws filed as Exhibit 3.2 hereto, each of which is incorporated herein by reference.

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

On June 3, 2020, the Company held its 2020 Annual Meeting of Stockholders (the “**Annual Meeting**”), at which a quorum was present. At the Annual Meeting, the Company’s stockholders voted on the following five proposals: (i) to elect the three nominees for director to hold office until the 2023 Annual Meeting of Stockholders (“**Proposal 1**”), (ii) to ratify the selection by the Audit Committee of the Company’s board of directors of KPMG LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2020 (“**Proposal 2**”), (iii) to approve, on an advisory basis, the compensation of the Company’s named executive officers as described in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 22, 2020 (“**Proposal 3**”), (iv) to approve an amendment to the Company’s amended and restated certificate of incorporation to declassify the Company’s board of directors as of the date of the Company’s 2023 annual meeting of the stockholders (“**Proposal 4**”), and (v) to approve an amendment to the Company’s amended and restated certificate of incorporation to eliminate, as of June 30, 2022, the supermajority voting requirement for stockholder of the Company to amend the Organizational Documents (“**Proposal 5**”). The final results of the voting on each proposal are set forth below.

Proposal 1 - Election of Directors

The Company’s stockholders approved Proposal 1. The voting results were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Judy Bruner	39,084,001	2,036,495	6,046,293
Benjamin Holzman	39,693,689	1,426,807	6,046,293
Tom Schodorf	38,520,756	2,599,740	6,046,293

There were no abstentions with respect to Proposal 1.

Proposal 2 - Ratification of the Selection by the Audit Committee of the Board of Directors of KPMG LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2020

The Company’s stockholders approved Proposal 2. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
46,584,020	550,265	32,504	—

Proposal 3 - Advisory Vote on Executive Compensation

The Company's stockholders approved, on a non-binding advisory basis, Proposal 3. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
36,609,814	4,459,687	50,995	6,046,293

Proposal 4 - Amendment to Company's Certificate of Incorporation to Declassify Board of Directors by 2023 Annual Meeting of Stockholders

The Company's stockholders approved Proposal 4. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
41,079,704	24,632	16,160	6,046,293

Proposal 5 - Amendment to Company's Certificate of Incorporation to Eliminate Supermajority Voting Requirement as of June 30, 2022

The Company's stockholders approved Proposal 5. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
39,428,221	1,577,281	114,994	6,046,293

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Rapid7, Inc.
3.2	Amendment to Amended and Restated Bylaws of Rapid7, Inc.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: June 5, 2020

By: /s/ Jeff Kalowski

Jeff Kalowski

Chief Financial Officer

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
RAPID7, INC.**

Rapid7, Inc., a corporation organized and existing under and by virtue of the provisions the General Corporation Law of the State of Delaware (the “**DGCL**”) hereby certifies as follows:

1. The name of this corporation is **Rapid7, Inc.** (the “**Corporation**”) and that this corporation was originally incorporated pursuant to the DGCL on October 17, 2011 under the name Rapid7, Inc.
2. That the Corporation’s Board of Directors (the “**Board**”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, duly adopted resolutions approving amendments to the Amended and Restated Certificate of Incorporation of the Corporation (the “**Charter**”) pursuant to this Certificate of Amendment (the “**Amendment**”) as follows:

Paragraph B. of Article V of the Charter be amended as follows:

“B. BOARD OF DIRECTORS

Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, until the 2023 annual meeting of stockholders, the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Directors elected at the 2020 annual meeting of stockholders shall have terms expiring at the 2023 annual meeting of stockholders. Directors elected at the 2021 annual meeting of stockholders shall have terms expiring at the 2022 annual meeting of the stockholders. Directors elected at the 2022 annual meeting of stockholders shall have terms expiring at the 2023 annual meeting of the stockholders. Commencing with the 2023 annual meeting of stockholders, the classification of the Board of Directors shall cease, and at each succeeding annual meeting of stockholders, directors shall be elected for terms expiring at the next annual meeting of stockholders following their election.

Notwithstanding the foregoing provisions of this section, each director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.”

Paragraph C.1 of Article V of the Charter be amended as follows:

“C. REMOVAL OF DIRECTORS.

1. Subject to the rights of any series of Preferred Stock to elect additional directors under specified circumstances, following the closing of the Initial Public Offering, for so long as the Board of Directors is classified, neither the Board of Directors nor any individual director may be removed without cause.”

Paragraph E.1 of Article V of the Charter be amended as follows:

“E. BYLAW AMENDMENTS.

1. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Company. Any adoption, amendment or repeal of the Bylaws of the Company by the Board of Directors shall require the approval of a majority of the authorized number

of directors. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Company; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Company required by law or by this Amended and Restated Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the Requisite Stockholders. As used herein, "Requisite Stockholders" shall mean (i) prior to June 30, 2022, the holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the then-outstanding shares of the capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class and (ii) on or following June 30, 2022, the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Company entitled to vote generally at an election of directors, voting together as a single class."

Paragraph B of Article VIII of the Charter be amended as follows:

"**B.** Notwithstanding any other provisions of this Amended and Restated Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Company required by law or by this Amended and Restated Certificate of Incorporation or any certificate of designation filed with respect to a series of Preferred Stock, the affirmative vote of the Requisite Stockholders shall be required to alter, amend or repeal Articles V, VI, VII and VIII."

3. That, thereafter, the stockholders gave their approval of the Amendment by written consent in accordance with the provisions of Sections 228 and 242 of the DGCL.
4. That the Amendment shall be executed, filed, and recorded in accordance with Section 103 of the DGCL.
5. All other provisions of the Charter shall remain in full force and effect.

[Signature Page Follows]

In Witness Whereof, the undersigned has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be duly executed as of June 3, 2020.

Rapid7, Inc.

By: /s/ Corey E. Thomas
Name: Corey E. Thomas
Title: Chief Executive Officer

**AMENDMENT TO THE
AMENDED & RESTATED BYLAWS
OF
RAPID7, INC.**

Pursuant to Section 46 of the Amended & Restated Bylaws (the “*Bylaws*”) of **Rapid7, Inc.**, a Delaware corporation (the “*Company*”), the Company certifies that:

ONE: The Bylaws of the Corporation are amended as follows:

Article IV, Section 17 of the Bylaws be amended and restated to read in its entirety as follows:

“Section 17. Term of Office. The term of office of each director shall be as provided in the Certificate of Incorporation.”

Article IV, Section 20(a) of the Bylaws be amended to read in its entirety as follows:

“Section 20. Removal.

(a) Subject to the rights of holders of any series of Preferred Stock to remove directors under specified circumstances for so long as the Board of Directors is classified, neither the Board of Directors nor any individual director may be removed without cause.”

Article XIII, Section 46 of the Bylaws be amended to read in its entirety as follows:

“Section 46. Subject to the limitations set forth in Section 44(h) of these Bylaws or the provisions of the Certificate of Incorporation, the Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. Any adoption, amendment or repeal of the Bylaws of the corporation by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders also shall have power to adopt, amend or repeal the Bylaws of the corporation; *provided, however,* that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by the Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the Requisite Stockholders. As used herein, “Requisite Stockholders” shall mean (i) prior to June 30, 2022, the-holders of at least sixty-six and two-thirds percent (66 2/3%) of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class and (ii) on or following June 30, 2022, the holders of a majority of the voting power of all then-outstanding shares of capital stock of the Corporation entitled to vote generally at an election of directors, voting together as a single class.”

TWO: The foregoing amendment has been duly adopted in accordance with the applicable provisions of the Bylaws.

IN WITNESS WHEREOF, Rapid7, Inc. has caused this Amendment to the Amended and Restated Bylaws to be signed by its Chief Executive Officer on June 3, 2020.

Rapid7, Inc.

By: /s/ Corey E. Thomas

Name: Corey E. Thomas

Title: Chief Executive Officer