

---

---

**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 10, 2021**

---

**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 02114**  
(Address of principal executive offices, including zip code)

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

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

On June 10, 2021, Rapid7, Inc. (the "**Company**") held its 2021 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 three proposals: (i) to elect the three nominees for director to hold office until the 2022 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, 2021 ("**Proposal 2**"), and (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, 2021 ("**Proposal 3**"). 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:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Michael Berry	45,430,538	1,022,901	3,604,594
Marc Brown	43,558,948	2,894,491	3,604,594
Christina Kosmowski	45,420,526	1,032,913	3,604,594

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, 2021**

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

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
49,779,403	262,677	15,953	—

**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:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,226,730	10,204,825	21,884	3,604,594

---

## 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 14, 2021

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