

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Support.com, Inc.

Form: 8-K

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Corporate Issuer CIK: 1104855

UNITED STATES SECURITIES

AND

EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

April 23, 2020

Date of report (Date of earliest event reported)

SUPPORT.COM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-30901

(Commission File No.)

94-3282005

(I.R.S. Employer Identification No.)

1521 Concord Pike (US 202), Suite 301 Wilmington, DE

(Address of Principal Executive Offices)

19803

(Zip Code)

(650) 556-9440

(Registrant's telephone number, including area code)

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company 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; Changes in Fiscal Year

On April 23, 2020, the Board of Directors (the "Board") of Support.com, Inc. (the "Company") approved an amendment (the "Amendment") to Section 8 of the Company's Bylaws to (i) eliminate the vote of shares not entitled to vote on the subject matter of a proposal (i.e., broker non-votes) from being counted as "votes against" such proposal and (ii) confirm that directors are elected to the Board by a plurality vote. The Amendment shall be effective as of April 23, 2020.

This summary description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.01 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description of Exhibit
3.01	Amendment to Section 8 of the Bylaws

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.

Date: April 24, 2020

SUPPORT.COM, INC.

By: /s/ Richard Bloom
Name: Richard Bloom
Title: President and Chief Executive Officer

AMENDMENT TO AMENDED AND RESTATED BYLAWS OF SUPPORT.COM, INC.

This Amendment to Amended and Restated Bylaws (this “**Amendment**”) of Support.com, Inc., a Delaware corporation (the “**Corporation**”), is made as of April 23, 2020, by the Board of Directors of the Corporation and amends the Corporation’s Amended and Restated Bylaws (the “**Bylaws**”) as follows:

1. Article II, Section 8 of the Bylaws is hereby deleted in its entirety and replaced with the following:

“Section 8. Voting. When a quorum is present at any meeting, the holders of a majority of the shares of the Corporation, present in person or represented by proxy at the meeting and entitled to vote on the subject matter, shall decide any question brought before the meeting other than the election of directors, unless the question is one upon which by express provision of a statute or of the Certificate of Incorporation a different vote is required in which case such express provision shall govern and control the decision of such question. Directors shall be elected by a plurality of the votes of the shares of the Corporation present in person or represented by proxy at the meeting and entitled to vote on the election of directors, unless otherwise required by express provision of a statute or of the Certificate of Incorporation. All voting, including on the election of directors but excepting where otherwise required by applicable law or the Certificate of Incorporation, may take place via a voice vote. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his or her discretion, may require that any votes cast at a meeting of stockholders shall be cast by written ballot.”
