

NETGEAR, INC  
Form 8-K  
July 25, 2018

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):  
July 19, 2018

NETGEAR, INC.  
(Exact name of Registrant as specified in its charter)

|   |                          |  |
|---|--------------------------|--|
| Delaware  | 000-50350                | 77-0419172                                 |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification Number) |

350 East Plumeria Drive  
San Jose, CA 95134  
(Address, including zip code, of principal executive offices)

(408) 907-8000  
(Registrant's telephone number, including area code)

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 Instruction A.2. below):

- ☐ 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. o

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

(e) On July 19, 2018, the Compensation Committee (the "Committee") of the Board of Directors of NETGEAR, Inc. (the "Company"), in connection with a periodic review of executive compensation and benefits, approved a plan to enter into updated change in control and severance agreements with the Company's Chief Executive Officer ("CEO") and each of the Company's other executive officers. The following is a summary of the terms approved by the Committee, which will be set forth in new change in control and severance agreements that the Company expects to enter into with each executive officer.

Upon a termination without cause or resignation with good reason, executive officers would be entitled to (1) cash severance equal to the executive officer's annual base salary, and, for the CEO, an additional amount equal to his target annual bonus, (2) 12 months of health benefits continuation and (3) accelerated vesting of any unvested equity awards that would have vested during the 12 months following the termination date.

Upon a termination without cause or resignation with good reason that occurs during the one month prior to or 12 months following a change in control of the Company, executive officers would be entitled to (1) cash severance equal to a multiple (2x for the CEO and 1x for all other executive officers) of the sum of the executive officer's annual base salary and target annual bonus, (2) a number of months (24 for the CEO and 12 for other executive officers) of health benefits continuation and (3) accelerated vesting of all outstanding, unvested equity awards. Severance will be conditioned upon the execution and non-revocation of a release of claims. The change in control and severance agreements will not provide for any excise tax gross ups.

The Company will publicly file copies of the final change in control and severance agreements with the appropriate report following execution by the Company and the respective executive officers.

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.

Dated: July 25, 2018

NETGEAR, INC.

By: /s/ Andrew W. Kim

Andrew W. Kim

Senior Vice President, Corporate Development,

General Counsel and Secretary