
**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

Date of report (Date of earliest event reported): May 9, 2024

ZEBRA TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-19406
(Commission
File Number)

36-2675536
(IRS Employer
Identification No.)

3 Overlook Point, Lincolnshire, Illinois
(Address of Principal Executive Offices)

60069
(Zip Code)

Registrant's telephone number, including area code: 847-634-6700

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 Act:

Title of each class
Class A Common Stock, par value \$.01 per share

Trading Symbol
ZBRA

Name of exchange on which registered
The NASDAQ Stock Market, LLC

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

Expiration of Mr. Keyser's term on the Board of Directors and election of Kenneth Miller

Kenneth Miller was elected to Zebra Technologies Corporation's (the "Company") Board of Directors as a Class I director with a three-year term expiring at the Company's 2027 Annual Meeting. Mr. Miller replaces Mr. Richard Keyser who did not seek re-election as a director at the 2024 Annual Meeting and ceased being a director as of the 2024 Annual Meeting.

A copy of the press release issued by the Company on May 15, 2024 announcing Mr. Miller's election to the Board is attached hereto as Exhibit 99.1.

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

- (a) The Company held its Annual Meeting of Stockholders on May 9, 2024.
- (b) The Company's stockholders voted on the proposals listed below. For each of Proposals 1 and 2, the Broker Non-Votes totaled 3,303,939.

1. Proposal 1. Election of Three Directors.

For the election of the following persons as Class I Directors to the Board of Directors of the Company to hold office for a three-year term expiring at the 2027 Annual Meeting or until their respective successors are duly elected and qualified:

| Directors | For | Withheld |
|---------------------|------------|-----------------|
| Satish Dhanasekaran | 40,643,858 | 1,944,983 |
| Ross Manire | 37,751,152 | 4,837,689 |
| Kenneth Miller | 41,464,467 | 1,124,374 |

2. Proposal 2. Advisory Vote to Approve the Compensation of Named Executive Officers.

Advisory vote to approve the following resolution: "Resolved, that the compensation of the Named Executive Officers of Zebra Technologies Corporation, as disclosed pursuant to Item 402 of Regulation S-K, as described in and including the Executive Summary – Compensation Discussion and Analysis, Compensation Discussion and Analysis, compensation tables and narrative discussion contained in this Proxy Statement, is approved by the stockholders of Zebra."

| For | Against | Abstain |
|------------|----------------|----------------|
| 17,101,924 | 25,454,747 | 32,170 |

3. Proposal 3. Ratification of Appointment of Independent Auditors.

To ratify the appointment by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent auditors of the Company's financial statements for the year ending December 31, 2024.

| For | Against | Abstain |
|------------|----------------|----------------|
| 45,086,911 | 789,271 | 16,598 |

Item 9.01.

Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number

Description of Exhibits

99.1

Registrant's Press Release dated May 15, 2024

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Cover Page Interactive Data File (embedded within the inline XBRL)

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.

ZEBRA TECHNOLOGIES CORPORATION

Date: May 15, 2024

By: /s/ Cristen Kogl
Cristen Kogl
Chief Legal Officer, General Counsel & Corporate
Secretary

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Exhibits</u> |
|-----------------------|--------------------------------------------------------------------|
| 99.1 | Registrant's Press Release date May 15, 2024 |
| 104 | Cover Page Interactive Data File (embedded within the inline XBRL) |