

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 9, 2020

EPAM SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-35418
(Commission File Number)

22-3536104
(IRS Employer Identification No.)

41 University Drive
Newtown
(Address of principal executive offices)

Suite 202
Pennsylvania

18940
(Zip Code)

267-759-9000
(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 (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))

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

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, par value \$0.001 per share	EPAM	New York Stock Exchange

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 5.07. Submission of Matters to a Vote of Security Holders

EPAM Systems, Inc. (the “Company”) held its Annual Meeting of Stockholders on June 9, 2020 (the “2020 Annual Meeting”). A total of 55,594,555 shares of the Company’s common stock were entitled to vote on matters presented to stockholders at the 2020 Annual Meeting as of April 13, 2020. The proposals presented at the 2020 Annual Meeting are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 29, 2020 (the “Proxy Statement”). The following is a summary of the final voting results for each matter.

Election of Directors

The Company’s stockholders voted to elect Eugene Roman, Jill Smart, and Ronald Vargo to serve as Class II directors, holding office for a three-year term until the annual meeting of stockholders in 2023, or until their successors are elected and qualified. Votes cast were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Eugene Roman	47,164,751	601,503	4,195,786
Jill Smart	46,729,822	1,036,432	4,195,786
Ronald Vargo	45,989,796	1,776,458	4,195,786

Ratification of Appointment of Independent Auditors

Stockholders of the Company ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020. Votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
51,617,720	328,910	15,410	—

Advisory Vote to Approve Executive Compensation

The Company’s stockholders voted, on advisory basis, to approve the compensation for the Company’s named executive officers for the fiscal year ended December 31, 2019 as disclosed in the Company’s Proxy Statement. Votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
45,665,589	1,614,009	486,656	4,195,786

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.

EPAM SYSTEMS, INC.

Date: June 10, 2020

By: /s/ Edward F. Rockwell

Name: Edward F. Rockwell

Title: SVP, General Counsel and Corporate Secretary