

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):
January 5, 2022

F5, Inc.

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

000-26041
(Commission
File Number)

91-1714307
(IRS Employer
Identification No.)

801 5th Avenue
Seattle, WA
(Address of principal executive offices)

98104
(Zip Code)

Registrant's telephone number, including area code (206) 272-5555

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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	FFIV	NASDAQ Global Select Market

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**

On January 5, 2022, the Board of Directors (the “Board”) of F5, Inc. (the “Company”) appointed Mr. James M. Phillips as a director. Mr. Phillips will serve as a member of the Board’s Nominating and Environmental, Social and Governance (ESG) Committee.

In connection with his services as a director, Mr. Phillips will be entitled to the customary compensation arrangements for the Company’s non-employee directors (including entering into the Company’s standard indemnification agreement for directors and officers); an annual retainer in the amount of \$60,000 and an annual payment of \$12,500 as a member of the Nominating and Environmental, Social and Governance (ESG) Committee. The Board is expected to approve a grant to Mr. Phillips to be made effective February 1, 2022 under the Company’s 2014 Incentive Plan of restricted stock units having a grant date value of \$43,956 reflecting a pro-rata portion of the \$250,000 annual grant value to directors.

Item 8.01 Other Events

On January 10, 2022, the Company issued a press release announcing the appointment to the Board of Mr. Phillips. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

- | | |
|------|--|
| 99.1 | <u>Press Release of F5, Inc. dated January 10, 2022.</u> |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

F5, INC.
(Registrant)

Date: January 10, 2022

By: /s/ Scot F. Rogers
Scot F. Rogers
Executive Vice President and General Counsel

For more information contact:

Investors

Suzanne DuLong
+1 (206) 272-7049
s.dulong@f5.com

Media

Rob Gruening
+1 (206) 272-6208
r.gruening@f5.com

F5 Adds Microsoft's James Phillips to Board of Directors

SEATTLE, WA – January 10, 2022 - F5, Inc. (NASDAQ: FFIV) today announced the appointment of James Phillips, President, Digital Transformation Platform Group at Microsoft, to its board of directors. Phillips, 55, joins F5's board effective January 5, 2022, and will sit on F5's Nominating and Environmental, Social and Governance (ESG) Committee.

"James' deep technology and software expertise and his visibility into digital transformation trends on a global scale will bring valuable insights and perspectives for F5 and our board," said Alan Higginson, chairman of the board of F5. "James also brings significant leadership, integration, and capital markets experience to the board, all valuable competencies as we continue to grow and scale F5."

In his current role, Phillips leads Microsoft's Digital Transformation Platform Group, a product development organization with more than 15,000 global team members. His team builds and operates Microsoft's business applications and services; and the application, integration, data and intelligence platforms beneath them – collectively powering the digital transformation initiatives of some of the world's largest organizations. His product portfolio includes Dynamics 365, Power Platform, Azure AI Platform, Azure Data Platform, and the Azure IoT Platform.

Phillips joined Microsoft in 2012 as a strategy advisor to Satya Nadella, then president of Microsoft's Cloud and Enterprise division. Prior to joining Microsoft, Phillips co-founded and served as CEO of multiple software companies; held engineering, product management, corporate development, and marketing leadership roles at Intel, VMware, and Synopsys; and spent two years as a technology investment banker with UBS PaineWebber advising public and private software companies on M&A strategy and execution.

Phillips holds a BS in Mathematics from Louisiana State University and earned his MBA, with honors, from the University of Chicago Booth School of Business.

F5's board is committed to adding strong new voices through transformation. With Phillips' appointment, F5's board expands to 11 members, 10 of whom are independent. F5 has a diverse board including three directors who are women, and an additional four directors that identify as racially or ethnically diverse, with one identifying as African American or Black, two identifying as Asian, and one identifying as Hispanic or Latinx.

About F5

F5 (NASDAQ: FFIV) is a multi-cloud application security and delivery company that enables our customers—which include the world's largest enterprises, financial institutions, service providers, and governments—to bring extraordinary digital experiences to life. For more information, go to f5.com. You can also follow @F5 on Twitter or visit us on LinkedIn and Facebook for more information about F5, its partners, and technologies.

F5 is a trademark, service mark, or tradename of F5, Inc., in the U.S. and other countries. All other product and company names herein may be trademarks of their respective owners.

Source: F5, Inc.