

F5 NETWORKS INC  
Form 8-K  
March 17, 2011

**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):**

**March 14, 2011**

**F5 Networks, 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.)

401 Elliott Avenue West  
Seattle, WA  
(Address of principal executive offices)

98119  
(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))

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

(a) On March 14, 2011, F5 Networks, Inc. (the Company) held its annual meeting of shareholders (Annual Meeting).

(b) At the Annual Meeting, shareholders voted on the election of one Class I director to hold office until the annual meeting of shareholders for fiscal year end 2011, two Class III directors to hold office until the annual meeting of shareholders for fiscal year 2013 and until their successors are elected and qualified, and ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2011. The shareholders also provided an advisory vote regarding approval of the compensation of the Company's named executive officers and the frequency of such advisory vote going forward. A total of 71,512,045 shares of the Company's common stock outstanding and entitled to vote were present at the meeting in person or by proxy.

The voting results were as follows:

**Item 1:** To elect one Class I and two Class III directors:

| Name of Director         | For        | Against   | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------|----------|------------------|
| John Chapple Class I     | 62,531,537 | 867,294   | 22,545   | 8,090,669        |
| A. Gary Ames Class III   | 62,224,979 | 1,174,201 | 22,196   | 8,090,669        |
| Scott Thompson Class III | 62,536,401 | 862,847   | 22,128   | 8,090,669        |

All director nominees were duly elected.

**Item 2:** Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2011:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 69,273,850 | 2,191,994 | 46,201  |

This selection was ratified.

**Item 3:** Advisory vote on compensation of the Company's named executive officers:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 61,982,711 | 1,399,128 | 39,537  |

The Company's shareholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Proxy Statement relating to the Annual Meeting.

**Item 4:** The advisory vote on the frequency of an advisory vote on compensation of the Company's named executive officers was as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> |
|-----------------|------------------|--------------------|----------------|
| 49,104,722      | 531,718          | 13,738,708         | 46,228         |

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**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 NETWORKS, INC.  
(Registrant)

Dated: March 17, 2011

By: /s/ Jeffrey A. Christianson  
Jeffrey A. Christianson  
Sr. Vice President and General Counsel