

---

---

**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: July 25, 2016  
(Date of earliest event reported)**

---

**Ooma, Inc.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37493**  
(Commission  
File Number)

**06-1713274**  
(I.R.S. Employer  
Identification No.)

**1880 Embarcadero Road  
Palo Alto, CA 94303**  
(Address of principal executive offices, including zip code)

**(650) 566-6600**  
(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:

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

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

On July 25, 2016, the Board of Directors (the “**Board**”) of Ooma, Inc. (the “**Company**”), upon the recommendation of its Nominating and Governance Committee, appointed Susan Butenhoff as a Class I director until the 2019 annual meeting of stockholders or until her successor has been duly elected and qualified, effective July 25, 2016 (the “**Effective Date**”). The Board affirmatively determined that Ms. Butenhoff qualifies as an independent director under the New York Stock Exchange listing standards, but it has not named Ms. Butenhoff to serve on any committees of the Board at this time.

For her service as a director, Ms. Butenhoff will be entitled to an annual retainer of \$30,000 payable in arrears in equal quarterly installments, subject to her continued service on the last day of the preceding quarter. In addition, as of the Effective Date, the Board approved the grant to Ms. Butenhoff of a restricted stock unit award covering 14,000 shares of the Company’s common stock, which shall vest on the date of the 2017 annual meeting of stockholders, subject to Ms. Butenhoff’s continued service as a director through such date.

Ms. Butenhoff, age 56, has served as chief executive officer of Access Emanate Communications (previously Access Communications) since 1991, and as Global Tech Director for Ketchum Public Relations, one of the world’s largest public relations consultancy firms, since 2014. Ms. Butenhoff received her B.A. from the University of Sussex, England and her M.Phil. from Cambridge University, England. The Board believes that Ms. Butenhoff’s leadership and business experience qualify her to serve as a director of the Company. She possesses a proven track record of effectively assisting companies including leading technology companies with establishing brand recognition and consumer product power brands. She also brings vast experience in the public relations and communications arena.

There are no family relationships between any director or executive officer of the Company and Ms. Butenhoff, and no transactions reportable under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission in which she has a direct or indirect material interest. Further, there are no arrangements or understandings between Ms. Butenhoff and any other person pursuant to which she was appointed to serve as a director.

A copy of the press release issued by the Company dated July 28, 2016 is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Ooma, Inc. entitled “Ooma Names Susan Butenhoff to its Board of Directors.”

**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.

Date: July 28, 2016

OOMA, INC.

By: /s/ Spencer D. Jackson

Name: Spencer D. Jackson

Title: Vice President, General Counsel and Secretary

## Ooma Names Susan Butenhoff to its Board of Directors

**PALO ALTO, CA – July 28, 2016** — Ooma, Inc. (NYSE: OOMA), a leading smart communications platform for small businesses and consumers, today announced the appointment of Susan Butenhoff to its board of directors. Butenhoff has 30 years of public relations experience assisting major multinational companies in communications and brand strategy. She is currently CEO at Access Emanate Communications and Global Tech Director for Ketchum Public Relations.

Ms. Butenhoff founded Access Communications in 1991. In 2008 she sold Access Communications to Ketchum Public Relations, one of the world's largest public relations firms and a member of Omnicom. Throughout her tenure she has worked with C-level executives with such leading technology companies as Apple, Google, Intuit, PayPal, and Toshiba as well as consumer product power brands including California Closets, Clorox, Peet's and Safeway.

"Susan brings a wealth of experience having worked with some of the biggest U.S. and international brands and I am pleased she will be joining the Ooma board," said Eric Stang, CEO of Ooma, Inc. "I look forward to drawing from her knowledge as Ooma continues to grow its small business and consumer product and service offerings."

"I have been an extremely happy Ooma customer for years and I'm honored to accept this role on Ooma's board of directors," said Susan Butenhoff, CEO of Access Emanate Communications. "I look forward to working closely with Eric, the executive team and other board members to successfully execute Ooma's corporate initiatives and help position the company as the leader in smart communications."

Built on an innovative technology platform, the Ooma Telo smart home phone service provides all of the features of a traditional home telephone and more, without the high cost. Ooma Telo features excellent HD voice quality and reliability, even when customers encounter poor Internet performance. Ooma Telo also provides a host of advanced features, like automatically blocking telemarketers and other unwanted callers, and integrates with consumers' favorite smart home devices including Amazon Echo, Nest Protect and Nest Thermostat.

Butenhoff holds a Bachelor of Arts from University of Sussex, England and an MPhil in International Relations from the University of Cambridge.

### **About Ooma, Inc.**

Founded in 2004, Ooma creates new communications experiences for small businesses and consumers. Its smart platform serves as a communications hub, which offers cloud-based telephony and other connected services. Ooma combines PureVoice HD call quality and innovative features with mobile applications for reliable anytime, anywhere calling. The company has been ranked the No. 1 home phone service for overall satisfaction and value for five consecutive years by the leading consumer research publication. Ooma is also partnering with connected device makers to create smarter offices and homes. Ooma is available in stores and online from leading retailers. For more information about Ooma, please visit [www.ooma.com](http://www.ooma.com) or follow us on [Twitter](#), [LinkedIn](#) or [Facebook](#).

Ooma, PureVoice and the Ooma logo are trademarks of Ooma, Inc. All other company and product names may be trademarks of the respective companies with which they are associated.

###

**Media Contacts**

Brian Jaquet / Ooma  
[brian.jaquet@ooma.com](mailto:brian.jaquet@ooma.com)  
(650) 300-2125

Vanessa Piccinini / Access Emanate Communications  
[AECTeamOoma@access-emanate.com](mailto:AECTeamOoma@access-emanate.com)  
(415) 844-6252