

**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 01, 2023**

**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**  
(IRS Employer  
Identification No.)

**525 ALMANOR AVENUE  
SUITE 200  
SUNNYVALE, California**  
(Address of Principal Executive Offices)

**94085**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 650 566-6600**

(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, par value \$0.0001	OOMA	The 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.**

At the annual meeting of stockholders of Ooma, Inc. (the "Company") held on June 1, 2023 (the "Annual Meeting"), stockholders holding and entitled to vote 21,868,658 shares of common stock of the Company, or approximately 86.37% of the total outstanding shares of common stock on the record date for the Annual Meeting, which constituted a quorum, were present in person or by proxy. At the Annual Meeting, the stockholders voted on the following three proposals, each of which is described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on April 14, 2023. The voting results are reported below.

**Proposal No. 1: Election of Directors.** The following individuals were elected to the Board as Class II directors to hold office until the 2026 annual meeting of stockholders or until such director's successor is duly elected and qualified or until his or her earlier resignation or removal. The results of the election were as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>
Susan Butenhoff	11,801,989	5,864,565
Russ Mann	16,986,654	679,900
		<b>Broker Non-votes (all Directors)</b>
		4,202,104

**Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm.** The stockholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2024. There were no broker non-votes on this proposal. The results of the ratification were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
21,839,366	12,880	16,412

**Proposal No. 3: Non-Binding Advisory Vote on the Compensation of Our Named Executive Officers.** The stockholders approved, on an advisory basis, the Company's executive compensation for the fiscal year ended January 31, 2023. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-votes</b>
17,096,968	554,436	15,150	4,202,104

The results reported above are final voting results.

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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.

Ooma, Inc.

Date: June 2, 2023

By: /s/ Shig Hamamatsu

Shig Hamamatsu  
Chief Financial Officer

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