

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 2, 2021

Ooma, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-37493
(Commission
File Number)

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

525 Almanor Avenue, Suite 200, Sunnyvale, California 94085
(Address of principal executive offices)

(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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	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 the Company held on June 2, 2021 (the "Annual Meeting"), stockholders holding and entitled to vote 20,445,165 shares of common stock of the Company, or approximately 88.08% 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 four proposals, each of which is described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on April 15, 2021. The voting results are reported below.

Proposal No. 1: Election of Directors. The following individuals were elected to the Board as Class III directors to hold office until the 2024 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:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Andrew Galligan	12,741,332	3,400,593
Judi Hand	12,679,754	3,462,171
William Pearce	12,674,240	3,467,685

Broker Non-votes (all Directors)
4,303,240

Proposal No. 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm. The stockholders ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending January 31, 2022. There were no broker non-votes on this proposal. The results of the ratification were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
20,387,226	19,075	38,864

Proposal No. 3: Non-Binding Advisory Vote on the Compensation of Our Named Executive Officers. The stockholders approved, on an advisory basis, Ooma's executive compensation for the fiscal year ended January 31, 2021. The voting results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
15,840,199	234,080	67,646	4,303,240

Proposal No. 4: Frequency of Future Non-Binding Advisory Vote on the Compensation of Our Named Executive Officers. The stockholders approved, on an advisory basis, the "One Year" frequency of future stockholder advisory votes on Ooma's executive compensation. The voting results were as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-votes</u>
15,902,607	8,157	167,204	63,957	4,303,240

The results reported above are final voting results.

SIGNATURE

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 8, 2021

By: /s/ Jenny Yeh
Jenny Yeh
Vice President and General Counsel