

**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 29, 2022**

CrowdStrike Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38933
(Commission
File Number)

45-3788918
(IRS Employer
Identification No.)

Austin
(Address of principal executive offices)

**206 E. 9th Street
Suite 1400
Texas**

78701
(Zip Code)

Registrant's telephone number, including area code: **(888) 512-8906**

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
Class A common stock, \$0.0005 par value	CRWD	The Nasdaq Stock Market LLC

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.

CrowdStrike Holdings, Inc. (the “Company”) held its Annual Meeting of Stockholders on June 29, 2022 (the “Annual Meeting”). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended. At the close of business on May 2, 2022, the record date for the Annual Meeting, there were 213,355,830 shares of Class A common stock outstanding and entitled to vote and 18,662,827 shares of Class B common stock outstanding and entitled to vote. Holders of Class A common stock were entitled to one vote per share on each proposal. Holders of Class B common stock were entitled to 10 votes per share on each proposal.

At the Annual Meeting, the Company’s stockholders voted on the following two proposals, each of which is described in more detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on May 6, 2022. The number of votes cast with respect to each proposal was as indicated below:

1. **Election of Class III Directors.** The following nominees were elected to serve as Class III directors until the Company’s 2025 annual meeting of stockholders and until their respective successors are duly elected and qualified, or, if sooner, until the director’s death, resignation or removal, based on the following results of voting:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Cary J. Davis	222,868,988	96,482,075	31,828,153
George Kurtz	278,591,004	40,760,059	31,828,153
Laura J. Schumacher	267,840,479	51,510,584	31,828,153

2. **Ratification of Selection of Independent Registered Public Accounting Firm.** The selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for the fiscal year ending January 31, 2023 was ratified based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
350,038,458	819,734	321,024	N/A

Item 8.01 Other Events

As part of a regular review of the corporate governance practices of the Company and in an effort to continue to attract and retain qualified members of the Board, the Board approved revisions to the Company’s Outside Director Compensation Policy (the “Director Compensation Policy”), which provides annual cash and equity compensation, on the terms and conditions contained therein. The Director Compensation Policy is intended to enable the Company to attract qualified directors, provide them with compensation at a level that is consistent with the Company’s compensation objectives, and in the case of equity-based compensation, align our directors’ interests with those of our stockholders. The revisions to the Director Compensation Policy were effective as of June 29, 2022.

Under the Director Compensation Policy, the Company’s non-employee directors are entitled to receive the following cash compensation, payable in quarterly installments:

- Non-executive board chair: \$50,000
- Board member: \$40,000
- Audit committee chair: \$25,000
- Audit committee member: \$10,000
- Compensation committee chair: \$19,000
- Compensation committee member: \$9,500
- Nominating and corporate governance committee chair: \$10,000
- Nominating and corporate governance committee member: \$5,000

The Board is also implementing a program to allow non-employee directors to elect to take their cash compensation in the form of restricted stock units (“RSUs”).

These directors will also receive equity-based compensation in the form of RSUs with respect to shares of Class A common stock granted pursuant to the CrowdStrike Holdings, Inc. 2019 Equity Incentive Plan.

Each non-employee director joining the Board will be automatically granted the following awards upon first joining our Board:

- an initial RSU award with a value of \$375,000, vesting annually over three years, subject to continued service on the Board; plus
- an annual RSU award with a value of \$230,000, pro-rated based on the director's length of service prior to the next annual meeting of stockholders. This award will vest on the earlier of (i) the date of the next annual meeting of stockholders held after the director first joins the Board or (ii) the date on which the other directors' annual awards described below for such year vest, subject to continued service on the Board.

On the day of the annual meeting of stockholders, beginning on June 29, 2022, each continuing non-employee director will be automatically granted:

- an annual RSU award with a value of \$230,000, vesting in full on the earlier of (i) the one-year anniversary of the date of grant or (ii) the date of the next annual meeting of stockholders held after the date of grant, in each case, subject to continued service on the Board.

The foregoing description of the amended Director Compensation Policy is only a summary and is qualified in its entirety by the full text of the amended Director Compensation Policy, the form of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
10.1	Outside Director Compensation Policy, as amended on June 29, 2022
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.

CrowdStrike Holdings, Inc.

Date: July 6, 2022

/s/ Burt W. Podbere

Burt W. Podbere

Chief Financial Officer

CROWDSTRIKE HOLDINGS, INC.

OUTSIDE DIRECTOR COMPENSATION POLICY

Adopted and Approved

CrowdStrike Holdings, Inc. (the “**Company**”) believes that the granting of equity and cash compensation to its members of the Board of Directors (the “**Board**,” and members of the Board, “**Directors**”) represents a powerful tool to attract, retain and reward Directors who are not employees of the Company (“**Outside Directors**”). This Outside Director Compensation Policy (the “**Policy**”) is intended to formalize the Company’s policy regarding cash compensation and grants of equity to its Outside Directors. Unless otherwise defined herein, capitalized terms used in this Policy will have the meaning given such term in the CrowdStrike Holdings, Inc. 2019 Equity Incentive Plan (the “**Plan**”). Outside Directors will be solely responsible for any tax obligations they incur as a result of the equity and cash payments received under this Policy.

1. CASH COMPENSATION

The following annual cash compensation for Outside Directors is payable quarterly in arrears on a monthly prorated basis. Any partial month of service shall be calculated as a full month of service for purposes of calculating cash compensation due under this Policy.

GENERAL BOARD ANNUAL RETAINER

Annual cash compensation for the general services of Outside Directors is as follows:

Outside Director: \$40,000 General Annual Retainer

Directors will receive no additional compensation for attending regular meetings of the Board.

NON-EXECUTIVE CHAIRMAN ANNUAL RETAINER

Additional annual cash compensation for the general services of the Non-Executive Chairman is as follows:

Non-Executive Chairman: \$50,000 Chairman Annual Retainer

COMMITTEE ANNUAL RETAINERS

In addition to the annual cash retainers described above, each Outside Director will also receive annual cash retainers in recognition of their service on the committees of the Board.

(a) Audit Committee.

Annual cash compensation for Audit Committee members is as follows:

Chairman of Committee: \$25,000 Chairman Annual Retainer

Non-Chairman Committee Members: \$10,000 Non-Chairman Annual Retainer

There are no per meeting attendance fees for attending Audit Committee meetings.

(b) Compensation Committee.

Annual cash compensation for the Compensation Committee is as follows:

Chairman of Committee: \$19,000 Chairman Annual Retainer

Non-Chairman Committee Members: \$9,500 Non-Chairman Annual Retainer

There are no per meeting attendance fees for attending Compensation Committee meetings.

(c) Nominating and Corporate Governance Committee.

Annual cash compensation for the Nominating and Corporate Governance Committee is as follows:

Chairman of Committee: \$10,000 Chairman Annual Retainer

Non-Chairman Committee Members: \$5,000 Non-Chairman Annual Retainer

There are no per meeting attendance fees for attending Nominating and Corporate Governance Committee meetings.

2. EQUITY COMPENSATION

Outside Directors will also be eligible to receive the following Awards, as well as all types of Awards (except Incentive Stock Options) under the Plan, including discretionary Awards not covered under this Policy.

(a) Initial Awards. Each Outside Director joining the Board after the Registration Date shall be automatically granted the following awards upon first joining the Board (such date, the “**Start Date**”):

(1) an award of Restricted Stock Units with a Value of \$375,000 (the “**Initial Award**”). The Initial Award will vest annually over three years (on the same day of the month as the Start Date), subject to continued service on Board through each vesting date, *plus*

(2) an award of Restricted Stock Units equal to the product of (A) the number of Restricted Stock Units subject to the Annual Award provided to Outside Directors at the last annual meeting of stockholders (the “**Annual Meeting**”) *multiplied by* (B) a fraction (i) the numerator of which is (x) 12 minus (y) the number of fully completed months between the date of the last Annual Meeting and the Start Date and (ii) the denominator of which is 12, rounded to the nearest unit (the “**Additional Initial Award**”). For purposes of this calculation, any partial month of service shall be deemed a fully completed month of service. The Additional Initial Award will vest in full on the earlier of (i) the date of the next Annual Meeting held after the Start Date or (ii) the date on which the other directors’ Annual Awards for such year vest, subject to continued service on the Board through such vesting date.

(b) Annual Award. On the day of the Annual Meeting, beginning with the first Annual Meeting after the Registration Date, each Outside Director will be automatically granted an award of Restricted Stock Units with a Value of \$230,000 (the “**Annual Award**”). The Annual Award will vest in full on the earlier of (i) the one-year anniversary of the date of grant or (ii) on the date of the next Annual Meeting held after the date of grant, in each case, subject to continued service on the Board through each vesting date.

(c) Value. For purposes of Sections 2(a) and 2(b), “**Value**” means the fair value for financial accounting purposes based on the closing price on the date of grant, with the number of Shares of our Common Stock determined based on that Value, rounded down.

3. OTHER COMPENSATION AND BENEFITS

Outside Directors may also be eligible to receive other compensation and benefits, including reasonable personal benefits and perquisites, as determined by the Administrator from time to time.

4. CHANGE IN CONTROL

In the event of a Change in Control, each Outside Director will fully vest in his or her outstanding Company equity awards, including any Initial Award, Additional Initial Award or Annual Award, provided that the Outside Director continues to be an Outside Director through such date.

5. ANNUAL COMPENSATION LIMIT

Any cash compensation and Awards granted to an Outside Director shall be subject to the limits provided in Section 12 of the Plan.

6. TRAVEL EXPENSES

Each Outside Director’s reasonable, customary and documented travel expenses to Board meetings will be reimbursed by the Company.

7. ADDITIONAL PROVISIONS

All provisions of the Plan not inconsistent with this Policy will apply to Awards granted to Outside Directors.

8. ADJUSTMENTS

In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under this Policy, will adjust the number of Shares issuable pursuant to Awards granted under this Policy.

9. SECTION 409A

In no event will cash compensation or expense reimbursement payments under this Policy be paid after the later of (i) the 15th day of the 3rd month following the end of the Company’s fiscal year in which the compensation is earned or expenses are incurred, as applicable, or (ii) the 15th day of the 3rd month following the end of the calendar year in which the compensation is earned or expenses are incurred, as applicable, in compliance with the “short-term deferral” exception under Section 409A of the Internal Revenue Code of 1986, as amended, and the final regulations and guidance thereunder, as may be amended from time to time (together, “**Section 409A**”). It is the intent of this Policy that this Policy and all payments hereunder be exempt from or otherwise comply with the requirements of Section 409A so that none of the compensation to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to be so exempt or comply. In no event will the Company reimburse an Outside Director for any taxes imposed or other costs incurred as a result of Section 409A.

10. REVISIONS

Subject to the limitations provided in Section 12 of the Plan, the Administrator, in its discretion, may change and otherwise revise the terms of Initial Awards, Additional Initial Awards or Annual Awards granted under this Policy, including, without limitation, the number of Shares subject thereto, for Initial Awards, Additional Initial Awards or Annual Awards of the same or different type granted on or after the date the Administrator determines to make any such change or revision. For the avoidance of doubt, the Administrator may, in its sole discretion, grant additional awards, compensation and benefits to Outside Directors as the Administrator deems appropriate.

The Board may also amend, alter, suspend or terminate this Policy at any time and for any reason. No amendment, alteration, suspension or termination of this Policy will materially impair the rights of an Outside Director with respect to compensation that already has been paid or awarded, unless otherwise mutually agreed between the Outside Director and the Company. Termination of this Policy will not affect the Board's or the Compensation Committee's ability to exercise the powers granted to it under the Plan with respect to Awards granted under the Plan pursuant to this Policy prior to the date of such termination.
