

PTC INC.
Form 8-K/A
March 17, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K/A
(Amendment No. 1)

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 1, 2017

PTC Inc.
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction of Incorporation)

0-18059 04-2866152
(Commission File Number) (IRS Employer Identification No.)

140 Kendrick Street
Needham, Massachusetts 02494-2714
(Address of Principal Executive Offices) (Zip Code)

(781) 370-5000
(Registrant's Telephone Number, Including Area Code)

(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))

EXPLANATORY NOTE

On March 1, 2017, PTC reported the voting results with respect to its 2017 Annual Meeting of Stockholders held on March 1, 2017. This amendment is being filed to confirm the frequency with which PTC will hold a vote on the compensation of our named executive officers.

Section 5 – Corporate Governance and Management

Item 5.07

Submission of Matters to a Vote of Security Holders.

PTC confirms that, in accordance with the Board of Directors' recommendation that PTC hold an annual vote on the compensation of our named executive officers, the stockholders indicated by a majority of votes cast that they preferred an annual vote on the compensation of our named executive officers. Accordingly, PTC will hold an annual vote on the compensation of our named executive officers.

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.

PTC Inc.

Date: March 17, 2017 By: /s/ Aaron C.
von Staats
Aaron C.
von Staats
General Counsel
& Secretary