

ULTIMATE SOFTWARE GROUP INC  
Form 8-K  
May 19, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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) – May 18, 2015

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THE ULTIMATE SOFTWARE GROUP, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of Incorporation)

000-24347  
(Commission File Number)

65-0694077  
(IRS Employer Identification  
No.)

2000 Ultimate Way, Weston, Florida  
(Address of principal executive offices)

33326  
(Zip Code)

(954) 331-7000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

oPre-commencement communications pursuant to Rule 13e-4(c ) under the Exchange Act (17 CFR 240.13e-4(c ))

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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Ultimate Software Group, Inc. ("Ultimate") held its 2015 Annual Meeting on May 18, 2015. The principal business of the meeting was (i) to elect three directors to serve until the 2018 Annual Meeting of stockholders or until their successors are duly elected and qualified; (ii) to ratify the appointment of KPMG LLP as Ultimate's independent registered public accounting firm for the fiscal year ending December 31, 2015; and (iii) to approve by non-binding advisory vote the compensation paid to Ultimate's named executive officers. The final voting results for each of the proposals submitted to a vote are below.

(i) The names of the nominees for directors whose term expired at the 2015 Annual Meeting and who were elected at the 2015 Annual Meeting to serve as directors until the 2018 Annual Meeting of stockholders are as follows:

Nominee	Shares For	Shares Against	Shares Abstain	Non Votes
Marc D. Scherr	25,203,228	1,393,042	129,557	1,904,482
Rick A. Wilber	24,495,288	2,100,982	129,557	1,904,482
James A. FitzPatrick Jr	22,565,063	4,031,207	129,557	1,904,482

(ii) The results of the vote to ratify the appointment of KPMG LLP as Ultimate's independent registered public accounting firm for the fiscal year ending December 31, 2015 are as follows:

Shares For	Shares Against	Shares Abstain	Non Votes
28,515,857	109,495	4,957	—

(iii) The results of the non-binding advisory vote to approve the compensation paid to Ultimate's named executive officers are as follows:

Shares For	Shares Against	Shares Abstain	Non Votes
17,180,676	9,022,656	522,495	1,904,482

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.

THE ULTIMATE SOFTWARE GROUP, INC.

By: /s/ Mitchell K. Dauerman  
 Mitchell K. Dauerman  
 Executive Vice President, Chief Financial Officer and Treasurer  
 (Principal Financial and Accounting Officer)

Dated: May 19, 2015