

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): November 4, 2020

**KLA CORPORATION**

(Exact name of registrant as specified in its charter)

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Delaware   | 000-09992                | 04-2564110                           |
| (State or other jurisdiction of incorporation)                     | (Commission File Number) | (I.R.S. Employer Identification No.) |
| One Technology Drive   | Milpitas                 | California                           |
| (Address of principal executive offices)                           |                          | 95035                                |
|  |                          | (Zip Code)                           |
| Registrant's telephone number, including area code: (408) 875-3000 |                          |                                      |

(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:

| <u>Title of each class</u>                | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u>                |
|---|--------------------------|---|
| Common Stock, \$0.001 par value per share | KLAC                     | The Nasdaq Stock Market, LLC<br>The Nasdaq Global Select Market |

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.**

KLA Corporation (the "Company") held its 2020 annual meeting of stockholders (the "2020 Annual Meeting") on November 4, 2020. Of the 155,110,638 shares of Company common stock entitled to vote at the 2020 Annual Meeting, 140,596,246 shares, or 90.6%, were present in person or by proxy at the 2020 Annual Meeting. Four proposals were considered at the 2020 Annual Meeting:

Proposal One: At the 2020 Annual Meeting, the stockholders elected the eleven candidates nominated by the Company's board of directors to serve as directors for one-year terms, each until his or her successor is duly elected. The table below presents the voting results for Proposal One:

| <b>Name</b>      | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|-------------|----------------|----------------|-------------------------|
| Edward Barnholt  | 125,915,773 | 5,327,558      | 91,833         | 9,261,082               |
| Robert Calderoni | 126,923,377 | 4,319,396      | 92,391         | 9,261,082               |
| Jeanne Hanley    | 131,093,953 | 130,170        | 111,041        | 9,261,082               |
| Emiko Higashi    | 130,281,131 | 961,343        | 92,690         | 9,261,082               |
| Kevin Kennedy    | 126,543,114 | 4,695,829      | 96,221         | 9,261,082               |
| Gary Moore       | 130,905,285 | 315,967        | 113,912        | 9,261,082               |
| Marie Myers      | 129,878,238 | 1,360,315      | 96,611         | 9,261,082               |
| Kiran Patel      | 128,780,248 | 2,457,434      | 97,482         | 9,261,082               |
| Victor Peng      | 131,055,771 | 164,049        | 115,334        | 9,261,082               |
| Robert Rango     | 130,846,826 | 394,152        | 94,186         | 9,261,082               |
| Richard Wallace  | 130,531,657 | 712,262        | 91,245         | 9,261,082               |

Proposal Two: The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2021. The table below presents the voting results for Proposal Two:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 133,809,707 | 6,000,591      | 785,948        | —                       |

Proposal Three: The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement for the 2020 Annual Meeting. The table below presents the voting results for Proposal Three:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 123,174,073 | 6,846,687      | 1,314,404      | 9,261,082               |

Proposal Four: The stockholders approved a stockholder proposal regarding proxy access, as disclosed in the Proxy Statement for the 2020 Annual Meeting. The table below presents the voting results for Proposal Four:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 105,555,307 | 24,479,805     | 1,300,052      | 9,261,082               |

**Item 8.01 Other Events.**

On November 5, 2020, the Company issued a press release announcing that the Company's board of directors declared a cash dividend of \$0.90 per share on the Company's common stock. Such dividend shall be payable on December 1, 2020 to stockholders of record as of the close of business on November 16, 2020. A copy of the press release is attached here as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed herewith.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | <u>Press release dated November 5, 2020</u>  |
| 104                | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**KLA CORPORATION**

Date: November 5, 2020

By: /s/ Mary Beth Wilkinson  
Name: Mary Beth Wilkinson  
Title: Executive Vice President and Chief Legal Officer

**Investor Relations:**

Kevin Kessel, CFA  
Vice President, Investor Relations  
(408) 875-6627  
kevin.kessel@kla.com

**Media Relations:**

Randi Polanich  
Vice President and Chief Communications Officer  
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**KLA Declares Regular Cash Dividend**

**MILPITAS, Calif., Nov. 5, 2020**—The KLA Corporation (NASDAQ: KLAC) board of directors today declared a quarterly cash dividend of \$0.90 per share on its common stock, payable on Dec. 1, 2020 to KLA shareholders of record as of the close of business on Nov. 16, 2020.

**About KLA:**

KLA develops industry-leading equipment and services that enable innovation throughout the electronics industry. We provide advanced process control and process-enabling solutions for manufacturing wafers and reticles, integrated circuits, packaging, printed circuit boards and flat panel displays. In close collaboration with leading customers across the globe, our expert teams of physicists, engineers, data scientists and problem-solvers design solutions that move the world forward. Additional information may be found at [www.kla.com](http://www.kla.com) (KLAC-F).