

VMWARE, INC.  
Form 8-K  
April 18, 2016

**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): April 14, 2016**

**VMWARE, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-33622**  
**(Commission**  
  
**File Number)**

**94-3292913**  
**(IRS Employer**  
  
**Identification Number)**

**3401 Hillview Avenue, Palo Alto, CA**  
**(Address of Principal Executive Offices)**

**94304**  
**(Zip code)**

**Registrant's telephone number, including area code: (650) 427-5000**

**N/A**

**(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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) Compensatory Agreement with Former Named Executive Officer

On April 14, 2016, VMware, Inc. entered into a consulting agreement with Carl Eschenbach, VMware's former president and chief operating officer, pursuant to which Mr. Eschenbach will serve as a strategic advisor to VMware. The terms of the agreement are set forth in a supplement to VMware's proxy statement for its 2016 annual meeting of stockholders filed on April 18, 2016 on Form DEFA14A, which is included in Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 99.1 Supplement to Proxy Statement for VMware, Inc. 2016 Annual Meeting of Stockholders (Incorporated by Reference to Definitive Additional Proxy Statement Materials filed on Schedule DEFA14A with the Securities and Exchange Commission by VMware, Inc. on April 18, 2016)

**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.

VMware, Inc.

Date: April 18, 2016

By: /s/ Patrick Gelsinger  
Patrick Gelsinger  
Chief Executive Officer