

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

Adoption of the Bonus Plan Addendum for Fiscal 2019

On August 2, 2018, pursuant to the EA Bonus Plan, the Board of Directors (the “Board”) of Electronic Arts Inc. (the “Company”) approved the Bonus Formula Addendum for the fiscal year ending March 31, 2019 (the “Fiscal 2019 Addendum”) for the Chief Executive Officer (“CEO”) Mr. Andrew Wilson. The Fiscal 2019 Addendum was previously approved by the Compensation Committee of the Board (the “Compensation Committee”) for all other eligible employees of the Company and its subsidiaries. Although the Company generally expects to pay bonuses to our named executive officers pursuant to the terms of the Electronic Arts Inc. Executive Bonus Plan (“Executive Bonus Plan”), the Compensation Committee and the Board use the criteria described in the Fiscal 2019 Addendum as a guideline to determine the final amount of the bonus awards paid to the named executive officers under the Executive Bonus Plan.

The terms of the Fiscal 2019 Addendum are materially different from the terms of the bonus formula addendum for the Company’s fiscal year ended March 31, 2018. In particular, for fiscal 2019, the bonus pool for all eligible employees of the Company, other than the CEO, will be funded at 50% (increased from 20%) based on Company financial performance, using 25% non-GAAP earnings per share and 25% non-GAAP net revenue metrics, and at 50% (reduced from 80%) based on business performance and the achievement of measurable business objectives, including, but not limited to, business and operational performance metrics. Management will then allocate, at its discretion, a percentage of the approved bonus pool funding to each business unit. Also, Company management will no longer provide mid-year bonus payments through a carve-out of the Committee’s approved bonus funding.

Mr. Wilson’s bonus award payout for fiscal 2019 will be determined by the Board based upon an overall assessment of the following: (i) his target bonus amount, (ii) the Company bonus funding and (iii) the attainment of his financial, strategic and operational performance objectives based 60% on the achievement of non-GAAP financial performance objectives with the key metrics being: (a) non-GAAP net revenue, (b) gross profit, (c) operating expenses, (d) non-GAAP earnings per share, and (e) operating cash flow and based 40% on the achievement of strategic and operational objectives.

The Board has discretion to increase or decrease the final bonus payout for other factors they deem significant, provided, however, the bonus award payout may not exceed the lesser of 300% of Mr. Wilson’s target bonus or \$5 million and no bonus may be payable if the Company’s net income falls below a certain threshold.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to Fiscal 2019 Addendum, copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

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

At the Annual Meeting of Stockholders of the Company held on August 2, 2018, our stockholders voted on the following proposals and cast their votes as described below.

1. Election of Directors. The individuals listed below were elected to serve on the Board until the next annual meeting of stockholders until his or her successor is elected and qualified.

| | For | Against | Abstain | Broker Non-Vote |
|--------------------|-------------|-----------|---------|-----------------|
| Leonard S. Coleman | 245,771,929 | 5,779,439 | 164,900 | 13,581,658 |
| Jay C. Hoag | 248,978,438 | 2,571,512 | 166,318 | 13,581,658 |
| Jeffrey T. Huber | 251,189,448 | 361,146 | 165,674 | 13,581,658 |

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|------------------------|-------------|-----------|---------|------------|
| Lawrence F. Probst III | 250,099,035 | 1,445,482 | 171,751 | 13,581,658 |
| Talbott Roche | 251,181,956 | 367,790 | 166,522 | 13,581,658 |
| Richard A. Simonson | 247,742,241 | 3,806,134 | 167,893 | 13,581,658 |
| Luis A. Ubiñas | 250,773,845 | 777,003 | 165,420 | 13,581,658 |
| Heidi J. Ueberroth | 251,532,713 | 32,566 | 150,989 | 13,581,658 |
| Andrew Wilson | 251,164,261 | 391,836 | 160,171 | 13,581,658 |

2. Advisory vote regarding the compensation of the named executive officers. The proposal was approved.

| For | Against | Abstain | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 211,020,127 | 33,756,053 | 6,940,088 | 13,581,658 |

3. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2019. The appointment was ratified.

| For | Against | Abstain |
|-------------|-----------|---------|
| 261,198,847 | 3,931,045 | 168,034 |

Item 8.01 Other Events.

Board Committee Composition

On August 2, 2018, the Board appointed Ms. Talbott Roche to the Audit Committee of the Board (the “Audit Committee”) and Ms. Heidi Ueberroth to the Compensation Committee effective immediately. In connection with her appointment to the Audit Committee, Ms. Roche will step down from her service on the Compensation Committee. Ms. Roche and Ms. Ueberroth meet the independence requirements of the NASDAQ Stock Market Rules (“NASDAQ Rules”) and the U.S. Securities and Exchange Commission. In addition, Ms. Roche meets the financial literacy standards of the NASDAQ Rules.

Pre-Arranged Stock Trading Plan

On July 30, 2018, Jacob J. Schatz, Executive Vice President, General Counsel and Corporate Secretary, established a pre-arranged stock trading plan as part of managing his equity holdings of the Company. This plan accords with the guidelines of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and the Company’s policies regarding stock transactions by directors, executive officers and other employees. Sales under Mr. Schatz’s 10b5-1 plan may take place periodically beginning September 20, 2018 through September 19, 2019. Transactions under Mr. Schatz’s 10b5-1 plan will be disclosed publicly through appropriate filings with the Securities and Exchange Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|------|-------------------------------------|
| 10.1 | EA Bonus Plan Fiscal 2019 Addendum* |
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*Management contract or compensatory plan or arrangement.

INDEX TO EXHIBITS

Exhibit No. Description

10.1 EA Bonus Plan Fiscal 2019 Addendum*

*Management contract or compensatory plan or arrangement.

SIGNATURE

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.

ELECTRONIC ARTS INC.

Dated: August 3, 2018 By: /s/ Blake Jorgensen
Blake Jorgensen
Chief Operating Officer and Chief Financial Officer