

---

---

**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): May 8, 2019**

---

**ADTRAN, Inc.**

(Exact name of Registrant as Specified in Its Charter)

---

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

**000-24612**

(Commission File Number)

**63-0918200**  
(IRS Employer  
Identification No.)

**901 Explorer Boulevard**  
**Huntsville, AL**  
(Address of Principal Executive Offices)

**35806-2807**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (256) 963-8000**

**Not Applicable**

(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 Instructions 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, Par Value \$0.01

Trading Symbol

ADTN

Name of exchange on which registered

The NASDAQ Global Select Market

---

---

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

ADTRAN, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 8, 2019 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected seven directors to serve a one year term expiring at the 2020 Annual Meeting of Stockholders (Proposal 1); (ii) approved, on an advisory basis, the executive compensation policies of the Company, as well as the compensation of the named executive officers (Proposal 2); and, (iii) ratified the appointment of PricewaterhouseCoopers LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 (Proposal 3). The voting results for these proposals are presented in the tables below:

**Proposal 1 – Election of Directors**

	For	Withheld	Broker Non-Votes
Thomas R. Stanton	38,559,417	732,851	4,822,688
H. Fenwick Huss	38,854,231	438,037	4,822,688
Gregory J. McCray	39,223,515	68,753	4,822,688
Anthony J. Melone	39,223,128	69,140	4,822,688
Balan Nair	28,952,218	10,340,050	4,822,688
Jacqueline H. Rice	38,421,646	870,622	4,822,688
Kathryn A. Walker	39,221,697	70,571	4,822,688

**Proposal 2 – Advisory Vote on Executive Compensation**

For	Against	Abstain	Broker Non-Votes
38,809,132	450,317	32,819	4,822,688

**Proposal 3 – Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019**

For	Against	Abstain
43,553,418	533,772	27,766

---

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 9, 2019.

**ADTRAN, Inc.**  
**(Registrant)**

By /s/ Michael Foliano  
Michael Foliano  
Senior Vice President of Finance and  
Chief Financial Officer  
(Principal Accounting Officer)