

**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): June 18, 2020

Aspen Aerogels, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36481
(Commission File Number)

04-3559972
(IRS Employer
Identification No.)

**30 Forbes Road, Building B,
Northborough, MA**
(Address of Principal Executive Offices)

01532
(Zip Code)

Registrant's Telephone Number, Including Area Code: (508) 691-1111

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:

- 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:

| Title of each class | Trading Symbol | Name of exchange on which registered |
|---------------------|----------------|--------------------------------------|
| Common Stock | ASPN | The New York Stock Exchange |

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 Stockholders

(a) On June 18, 2020, Aspen Aerogels, Inc. (the “Company”) held its 2020 annual meeting of stockholders (the “Annual Meeting”) via live audio webcast on the Internet. Of the 26,594,455 shares of common stock issued and outstanding and eligible to vote as of the record date of April 20, 2020, a quorum of 22,616,767 shares, or 85.04% of the eligible shares, was present at the meeting or represented by proxy.

(b) The following actions were taken at the Annual Meeting:

1. The following nominees were reelected to serve on the Company’s board of directors (the “Board of Directors”) as Class III Directors until the 2023 annual meeting of stockholders and until their respective successors are duly elected and qualified, based on the following votes:

| <u>Nominee</u> | <u>Voted For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|------------------|-----------------------|-------------------------|
| Steven R. Mitchell | 15,054,311 | 2,916,318 | 4,646,138 |
| Richard F. Reilly | 15,124,338 | 2,846,291 | 4,646,138 |
| Donald R. Young | 15,142,122 | 2,828,507 | 4,646,138 |

After the Annual Meeting, Rebecca B. Blalock and Robert M. Gervis continued to serve as Class I Directors for terms that expire at the 2021 annual meeting and Mark L. Noetzel and William P. Noglows continued to serve as Class II Directors for terms that expire at the 2022 annual meeting.

2. The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 was ratified, based on the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 22,597,115 | 5,494 | 14,158 | — |

3. The Company’s stockholders approved, in a non-binding advisory vote, the compensation of the Company’s named executive officers, as disclosed in the Company’s 2020 proxy statement, based on the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 17,507,313 | 422,864 | 40,452 | 4,646,138 |

4. The Company’s stockholders approved, in a non-binding advisory vote, “One Year” for the frequency of future advisory votes on the compensation of the named executive officers, based on the following votes:

| <u>Three Years</u> | <u>Two Years</u> | <u>One Year</u> | <u>Abstain</u> |
|--------------------|------------------|-----------------|----------------|
| 594,956 | 40,267 | 17,332,183 | 3,223 |

Based on the results of this vote, and consistent with the Board of Directors' recommendation, the Company intends to include an advisory stockholder vote to approve the compensation paid to its named executive officers every year until the next required vote on the frequency of stockholder votes on the compensation of named executive officers. The Company is required to hold a vote on frequency every six years.

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 thereunto duly authorized.

Aspen Aerogels, Inc.

Date: June 18, 2020

By: /s/ John F. Fairbanks

Name: John F. Fairbanks

Title: Vice President, Chief Financial Officer and Treasurer