

**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 2, 2021

Altair Engineering Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38263
(Commission
File Number)

38-2591828
(IRS Employer
Identification No.)

1820 E. Big Beaver Road
Troy, Michigan
(Address of principal executive offices)

48083
(Zip Code)

Registrant's telephone number, including area code: (248) 614-2400

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(s)	Name of each exchange on which registered
Class A Common Stock \$0.0001 par value per share	ALTR	The NASDAQ Stock 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 2, 2021, Altair Engineering Inc. (the “Company”) held its 2021 annual meeting of stockholders (the “Annual Meeting”) at which the Company’s stockholders approved the Altair Engineering Inc. 2021 Employee Stock Purchase Plan (the “ESPP”).

The ESPP is a new benefit that encourages broad employee stock ownership and allows eligible employees to purchase shares of the Company’s Class A common stock at a discount. The ESPP was previously approved by the Company’s Board of Directors, subject to stockholder approval. The ESPP became effective as of the date of such stockholder approval. The material features of the ESPP are described in the Company’s Definitive Proxy Statement under the heading “[Proposal 2: Approval of the Altair Engineering Inc. 2021 Employee Stock Purchase Plan.](#)” which is incorporated herein by reference. The above and incorporated description of the ESPP is qualified in its entirety by reference to the ESPP, which is included at Appendix B to the Company’s Definitive Proxy Statement, and incorporated herein by reference as Exhibit 10.1 to this Form 8-K.

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

On June 2, 2021, the Company held its Annual Meeting. The matters voted on at the Annual Meeting were: (i) the election of directors, (ii) approval of the ESPP, (iii) approval, on an advisory basis, with respect to the compensation of the Company’s named executive officers and (iv) the ratification of the appointment of the Company’s independent registered public accounting firm. The proposals are described in detail in the Company’s Definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission (the “SEC”) on April 9, 2021 and as supplemented by the Company’s Additional Definitive Materials filed with the SEC on May 13, 2021.

The final voting results were as follows:

1. The stockholders elected nominees Dr. Mary Boyce and Jim F. Anderson as Class I directors of the Company to serve a three-year term expiring at the 2024 annual meeting and until the director’s successor has been duly elected and qualified, or, if sooner, until the director’s death, resignation or removal. The votes were cast with respect to this matter as follows:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Dr. Mary Boyce	317,491,829	18,775,614	114,244	3,265,580
Jim F. Anderson	334,885,877	41,083	1,454,727	3,265,580

2. The votes were cast as follows with respect to the proposal to approve the ESPP:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
336,100,176	275,957	5,554	3,265,580

3. The votes were cast as follows with respect to the proposal to vote, on an advisory basis, on the compensation of the Company's named executive officers as described in the Company's Definitive Proxy Statement:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
335,550,174	744,502	87,011	3,265,580

4. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2021 was approved by the stockholders based upon the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
339,516,984	42,270	88,013	0

Item 9.01 Financial Statement and Exhibits.

- 10.1 [Altair Engineering Inc. Employee Stock Purchase Plan \(incorporated by reference to Appendix B to the Company's Definitive Proxy Statement filed with the SEC on April 9, 2021 \(file number 001-38263\)\)](#).
- 104 Cover Page Interactive Date File (embedded within the Inline XRBL document)

SIGNATURE

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.

ALTAIR ENGINEERING INC.

Dated: June 2, 2021

By: /s/ Raoul Maitra

Name: Raoul Maitra

Title: Chief Legal Officer