
**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): December 11, 2018

Dell Technologies Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37867
(Commission
File Number)

80-0890963
(I.R.S. Employer
Identification No.)

One Dell Way
Round Rock, Texas
(Address of principal executive offices)

78682

(Zip Code)

Registrant's telephone number, including area code: (800) 289-3355

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))

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 Security Holders.

As previously announced, a special meeting (the “Special Meeting”) of stockholders of Dell Technologies Inc. (the “Company”) was held on December 11, 2018, at which the Company’s stockholders voted on the proposals set forth below relating to the Company’s previously announced transaction (the “Class V transaction”) in which holders of shares of Class V common stock of the Company may elect to receive in exchange for each share of Class V common stock either (i) such number of shares of Class C common stock of the Company as determined by the application of the exchange ratio, which will be between 1.5043 and 1.8130, or (ii) \$120.00 in cash, without interest, subject to a cap of \$14 billion on the aggregate amount of cash consideration. The terms of the Class V transaction and the related proposals are described in more detail in the Company’s definitive proxy statement/prospectus, dated October 19, 2018, which forms a part of a registration statement on Form S-4, as amended (File No. 333-226618), as supplemented by a supplement thereto, dated November 26, 2018, in each case filed by the Company with the Securities and Exchange Commission.

As of the close of business on October 18, 2018, the record date for the Special Meeting (the “Record Date”), an aggregate of 768,371,322 shares of the Company’s common stock were outstanding and entitled to vote at the Special Meeting, consisting of 409,538,423 shares of Class A common stock, 136,986,858 shares of Class B common stock, 22,489,450 shares of Class C common stock and 199,356,591 shares of Class V common stock.

Each of Proposal 1 and Proposal 2 described below requires, among other votes, the affirmative vote of holders of record of a majority of the outstanding shares of Class V common stock (excluding shares held by affiliates of the Company), voting as a separate class. As of the close of business on the Record Date, there were approximately 199,323,067 outstanding shares of Class V common stock, or approximately 99.9% of all outstanding shares of Class V common stock, that were not held by affiliates of the Company. The remaining 0.1%, or approximately 33,524 outstanding shares of Class V common stock, were held by our directors and executive officers and are excluded from the results for Proposal 1 and Proposal 2 set forth below with respect to the votes of holders of the outstanding shares of Class V common stock, voting as a separate class.

Each share of Class A common stock and each share of Class B common stock is entitled to ten votes per share. Each share of Class C common stock and each share of Class V common stock is entitled to one vote per share.

At the Special Meeting, there were present, in person or by proxy, holders of an aggregate of 685,412,292 shares of the Company’s common stock (representing 98.2% of the total voting power of the outstanding shares of the Company’s common stock entitled to vote at the Special Meeting), consisting of 407,280,956 shares of Class A common stock (representing 99.5% of the voting power of the outstanding shares of Class A common stock entitled to vote at the Special Meeting), 136,986,858 shares of Class B common stock (representing 100.0% of the voting power of the outstanding shares of Class B common stock entitled to vote at the Special Meeting), 3,024,959 shares of Class C common stock (representing 13.5% of the voting power of the outstanding shares of Class C common stock entitled to vote at the Special Meeting) and 138,119,519 shares of Class V common stock (representing 69.3% of the voting power of the outstanding shares of Class V common stock entitled to vote at the Special Meeting).

The final voting results with respect to each proposal voted upon at the Special Meeting are set forth below.

Proposal 1 A proposal to adopt the Agreement and Plan of Merger, between the Company and Teton Merger Sub Inc., dated as of July 1, 2018, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated as of November 14, 2018 (the “amended merger agreement”), pursuant to which Teton Merger Sub Inc. will be merged with and into the Company, and the Company will continue as the surviving corporation, was approved as set forth below.

The holders of the outstanding shares of Class V common stock (excluding shares held by affiliates of the Company), voting as a separate class, approved the proposal to adopt the amended merger agreement, based on the following numbers of votes:

For	Against	Abstain
123,363,766	8,433,688	6,288,611

The holders of the outstanding shares of Class A common stock, voting as a separate class, approved the proposal to adopt the amended merger agreement, based on the following numbers of votes:

For	Against	Abstain
4,072,809,561	0	0

The holders of the outstanding shares of Class B common stock, voting as a separate class, approved the proposal to adopt the amended merger agreement, based on the following numbers of votes:

For	Against	Abstain
1,369,868,582	0	0

The holders of the outstanding shares of Class V common stock, Class A common stock, Class B common stock and Class C common stock, voting together as a single class, approved the proposal to adopt the amended merger agreement, based on the following numbers of votes:

For	Against	Abstain
5,569,100,323	8,433,688	6,288,611

Proposal 2 A proposal to adopt the Fifth Amended and Restated Certificate of Incorporation of the Company (the “amended and restated Company certificate”) was approved as set forth below.

The holders of the outstanding shares of Class V common stock (excluding shares held by affiliates of the Company), voting as a separate class, approved the proposal to adopt the amended and restated Company certificate, based on the following numbers of votes:

For	Against	Abstain
126,039,465	5,743,844	6,302,756

The holders of the outstanding shares of Class A common stock, voting as a separate class, approved the proposal to adopt the amended and restated Company certificate, based on the following numbers of votes:

For	Against	Abstain
4,072,809,561	0	0

The holders of the outstanding shares of Class B common stock, voting as a separate class, approved the proposal to adopt the amended and restated Company certificate, based on the following numbers of votes:

For	Against	Abstain
1,369,868,582	0	0

The holders of the outstanding shares of Class V common stock, Class A common stock, Class B common stock and Class C common stock, voting together as a single class, approved the proposal to adopt the amended and restated Company certificate, based on the following numbers of votes:

For	Against	Abstain
5,571,776,022	5,743,844	6,302,756

Proposal 3 A proposal to approve, on a non-binding, advisory basis, compensation arrangements with respect to the named executive officers of the Company related to the Class V transaction was approved as set forth below:

The holders of the outstanding shares of Class V common stock, Class A common stock, Class B common stock and Class C common stock, voting together as a single class, approved, on a non-binding, advisory basis, the proposal relating to the compensation arrangements with respect to the named executive officers of the Company related to the Class V transaction based on the following numbers of votes:

For	Against	Abstain
5,490,216,602	87,174,380	6,431,640

Proposal 4 A proposal to approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the adoption of the amended merger agreement or the amended and restated Company certificate.

The adjournment proposal was not called to vote because there were sufficient votes at the time of the Special Meeting to approve the adoption of the amended merger agreement and the amended and restated Company certificate.

There were no broker non-votes with respect to any of the proposals.

Item 8.01 Other Events.

On December 11, 2018, the Company issued a press release announcing the results of the stockholder vote at the Special Meeting and providing information regarding the election deadline for the holders of Class V common stock to elect the form of consideration they wish to receive in the Class V transaction. Pursuant to the terms of the amended merger agreement, the election deadline will be 5:30 p.m., New York City time, on December 21, 2018. The closing of the Class V transaction is anticipated to occur on December 28, 2018, subject to the satisfaction or (to the extent legally permitted) waiver of the conditions set forth in the amended merger agreement, and shares of Class C common stock of the Company are expected to begin trading on the New York Stock Exchange on the same day. The full text of the press release, a copy of which is attached hereto as Exhibit 99.1, is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

The following document is herewith filed as an exhibit to this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release of Dell Technologies Inc. dated December 11, 2018

**DELL TECHNOLOGIES STOCKHOLDERS
APPROVE CLASS V TRANSACTION**

ROUND ROCK, Texas, December 11, 2018 –

News summary

- Stockholders vote in favor of Class V transaction
- Holders of more than 61% of Dell Technologies' Class V common stock, excluding affiliates of Dell Technologies and voting as a separate class, voted in favor of the transaction
- Votes in favor of the transaction constitute more than 89% of the Class V shares voted by unaffiliated Class V common stockholders who cast a ballot
- Transaction is expected to close on December 28, 2018
- Dell Technologies Class C shares expected to begin trading on the New York Stock Exchange (NYSE: DELL) on December 28, 2018

Full story

Dell Technologies announces that it has received stockholder approval for the previously announced Class V transaction based on a preliminary vote tally from the special meeting of stockholders held earlier today. Dell Technologies will separately file the final voting results with the Securities and Exchange Commission. The closing is expected to occur on December 28, 2018, subject to satisfaction of closing conditions, and Dell Technologies Class C shares are expected to begin trading on the New York Stock Exchange (NYSE: DELL) on the same day.

Holders of more than 61% of Dell Technologies' Class V common stock, excluding affiliates of Dell Technologies and voting as a separate class, voted in favor of the transaction. Votes in favor of the transaction constitute more than 89% of the Class V shares voted by unaffiliated Class V common stockholders who cast a ballot. The transaction also was approved by the holders of Dell Technologies' outstanding Class A common stock and Class B common stock, each voting as a separate class, and the holders of Dell Technologies' outstanding Class V common stock, Class A common stock, Class B common stock and Class C common stock, voting together as a single class.

"We appreciate our stockholders' support. With this vote, we are simplifying Dell Technologies' capital structure and aligning the interests of our investors," said Michael Dell, Chairman and CEO, Dell Technologies. "This strengthens our strategic position, as we continue to deliver innovation, long-term vision and integrated solutions from the edge to the core to the cloud. We've created Dell Technologies to be our customers' most trusted partner in their digital transformation."

"We believe that Dell Technologies is best positioned to succeed in today's data-driven economy thanks to the unique collection of businesses that Michael and his team have assembled and look forward to remaining long-term investors in the company," said Egon Durban, Managing Partner and Managing Director of Silver Lake. "It is exciting to be able to now share the value creation across all of the businesses and assets of Dell Technologies with public investors, and we look forward to them joining us on this journey."

Class V common stockholders must elect the form of consideration they would like to receive in connection with the Class V transaction by 5:30 p.m. EST on Friday, December 21, 2018. Stockholders who own Class V common stock through a bank, brokerage firm or other nominee should follow the instructions provided by those entities. The exchange ratio is dependent on the aggregate amount of cash elections as well as the aggregate volume-weighted average price per share of Class V common stock on the New York Stock Exchange (as reported on Bloomberg) for a period of 17 consecutive trading days beginning on Wednesday, November 28, 2018 and ending on Friday, December 21, 2018, the date of the election deadline.

About Dell Technologies

Dell Technologies is a unique family of businesses that provides the essential infrastructure for organizations to build their digital future, transform IT and protect their most important asset, information. The company services customers of all sizes across 180 countries – ranging from 99 percent of the Fortune 500 to individual consumers – with the industry’s most comprehensive and innovative portfolio from the edge to the core to the cloud.

CONTACT:

Dell Media Contacts

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Dell Technologies Inc. Disclosure Regarding Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “may,” “will,” “anticipate,” “estimate,” “expect,” “intend,” “plan,” “aim,” “seek,” and similar expressions as they relate to Dell Technologies or its management are intended to identify these forward-looking statements. All statements by Dell Technologies regarding its expected financial position, revenues, cash flows and other operating results, business strategy, legal proceedings, and similar matters are forward-looking statements. The expectations expressed or implied in these forward-looking statements may not turn out to be correct. Dell Technologies’ results could be materially different from its expectations because of various risks, including but not limited to: (i) the failure to consummate or delay in consummating the proposed transaction, including the failure of VMware, Inc. to pay the special dividend or any inability of Dell Technologies to pay the cash consideration to Class V holders; (ii) the risk as to the trading price of Class C common stock to be issued by Dell Technologies in the proposed transaction relative to the trading price of shares of Class V common stock and VMware, Inc. common stock; and (iii) the risks discussed in the “Risk Factors” section of the registration statement on Form S-4 (File No. 333-226618) that has been filed with the SEC and declared effective, the risks discussed in the “Update to Risk Factors” section of the supplement to the definitive proxy statement/prospectus that has been filed with the SEC, and the risks discussed in Dell Technologies’ periodic and current reports filed with the SEC. Any forward-looking statement speaks only as of the date as of which such statement is made, and, except as required by law, Dell Technologies undertakes no obligation to update any forward-looking statement after the date as of which such statement was made, whether to reflect changes in circumstances or expectations, the occurrence of unanticipated events, or otherwise.