

any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On February 10, 2020, the Board of Directors (“Board”) of Plantronics, Inc. (the “Company”) approved an amendment dated as of February 10, 2020 (the “Amendment”) to the Stockholder Agreement entered into by and between the Company and Triangle Private Holdings II, LLC (“Siris”) dated as of July 2, 2018 (the “Stockholder Agreement”). The Amendment provides that Siris and its affiliates may purchase additional shares of the Company’s common stock in open market transactions, including broker transactions or block trades, so long as immediately following any such purchase, Siris’ percentage ownership interest in the Company does not exceed 19.99%. In addition, any shares so purchased will be deemed “Shares” under the Agreement and Siris may request that the Company register such shares. The Amendment also provides that any such shares purchased shall be subject to the Lock-Up Restriction until the two (2) year anniversary of the date of the Stockholder Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
10.1	<u>Amendment dated as of February 10, 2020 to the Stockholder Agreement dated as of July 2, 2018 by and between Plantronics, Inc. and Triangle Private Holdings II, LLC</u>

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.

Date: February 11, 2020

PLANTRONICS, INC.

By: /s/ Mary Huser
Name: Mary Huser
Title: Executive Vice President and Chief Legal and Compliance Officer

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Section 2: EX-10.1 (EXHIBIT 10.1)

AMENDMENT TO STOCKHOLDER AGREEMENT

This AMENDMENT (the "Amendment") to the Stockholder Agreement dated as of July 2, 2018 (the "Agreement") by and among Plantronics, Inc., a Delaware corporation (the "Company"), and Triangle Private Holdings II, LLC, a Delaware limited liability company ("Siris") is made and entered into as of February 10, 2020 by and between the Company and Siris. Capitalized terms used in this Amendment and not otherwise defined shall have the meaning given to them in the Agreement.

WITNESSETH:

WHEREAS, the Company and Siris desire to amend certain terms of the Agreement as set forth below.

NOW, THEREFORE, in consideration of the foregoing and the mutual promises, covenants and agreements of the parties hereto, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

SECTION 1.01. Standstill. Section 4.02(a)(i)(A) of the Agreement is amended and restated in its entirety as follows:

"(i) (A) acquire any additional shares of Common Stock, including through the acquisition of Beneficial Ownership of Common Stock, *provided* that Siris and its Affiliates may purchase additional shares of Common Stock in open market transactions, including broker transactions or block trades, so long as immediately following any such purchase Siris' percentage ownership interest in the Company (calculated based on the number of shares of Common Stock Beneficially Owned by Siris and its Affiliates and the total number of Shares of Common Stock then reported by the Company to be outstanding in the Company's most recently available Exchange Act filing with the SEC as of the date and time of such purchase) does not exceed 19.99%, *provided further*, that any such shares purchased shall be subject to the Lock-Up Restriction until the two (2) year anniversary of the date of the Agreement, *provided further* that any such shares purchased shall be considered "Shares" for all purposes pursuant to the Agreement, *provided*, however, that any such shares purchased will not be considered "Registrable Securities" for purposes of Section 2.01, but the Company shall, upon the written request of Siris, either amend the Shelf Registration Statement or file another registration statement under the Securities Act, in each case to include the registration of such shares not later than the later of (x) the date forty-five (45) days following any such request and (y) the date thirty (30) days prior to the two (2) year anniversary of the date of the Agreement,"

SECTION 1.02. Agreement as Amended. All references to the "Agreement" set forth in the Agreement shall be deemed to be references to the Agreement as amended by this Amendment.

SECTION 1.03. Confirmation of the Agreement. Other than as expressly modified pursuant to this Amendment, all provisions of the Agreement remain unmodified and in full force and effect. The applicable provisions of Section 7.01 through and including Section 7.15 of the Agreement shall apply to this Amendment *mutatis mutandis*.

