

**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 17, 2019

AppFolio, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37468

(Commission File Number)

26-0359894

(IRS Employer Identification Number)

50 Castilian Drive

Santa Barbara, CA 93117

(Address of principal executive offices)

Registrant's telephone number, including area code: **(805) 364-6093**

N/A

(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.

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, \$0.0001 par value	APPF	NASDAQ Global Market

Item 5.07 Submission of Matters to a Vote of Security Holders

Our 2019 Annual Meeting of Stockholders was held on May 17, 2019 (the “Annual Meeting”). As of March 22, 2019, the record date for the Annual Meeting (the “Record Date”), we had outstanding 16,244,583 shares of Class A Common Stock and 18,070,959 shares of Class B Common Stock. At the Annual Meeting, 15,362,068 shares of Class A Common Stock and 17,998,579 shares of Class B Common Stock were present in person or represented by proxy. Each share of Class A Common Stock outstanding on the Record Date was entitled to one vote on each proposal presented at the Annual Meeting, and each share of Class B Common Stock outstanding on the Record Date was entitled to ten votes on each proposal presented at the Annual Meeting.

Following is a brief description of, and the final results of the voting on, each of the proposals voted upon at the Annual Meeting. The proposals are described in more detail in our Definitive Proxy Statement on Schedule 14A, which was filed with the Securities and Exchange Commission on April 1, 2019.

Proposal 1 – Election of Class I Directors

The first proposal voted upon at the Annual Meeting was the election of two Class I directors, Janet Kerr and Andreas von Blottnitz, to a three-year term to hold office until our 2022 annual meeting of stockholders, or until the date on which their respective successors are duly elected and qualified.

At the Annual Meeting, the Class I directors were elected by the following votes:

Name of Director	For	Withheld	Broker Non-Votes
Janet Kerr	190,123,870	1,714,667	3,509,321
Andreas von Blottnitz	190,279,958	1,558,579	3,509,321

Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm

The second proposal voted upon at the Annual Meeting was the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

At the Annual Meeting, the proposal was approved by the following vote:

For	Against	Abstain	Broker Non-Votes
195,065,546	57,219	225,093	—

Proposal 3 – Advisory Vote on Named Executive Officer Compensation

The third proposal voted upon at the Annual Meeting was the approval, on a non-binding, advisory basis, of the compensation of our named executive officers.

At the Annual Meeting, the proposal was approved by the following vote:

For	Against	Abstain	Broker Non-Votes
191,099,101	723,214	16,222	3,509,321

Proposal 4 – Advisory Approval of the Frequency of Future Stockholder Advisory Votes to Approve Named Executive Officer Compensation

The fourth proposal voted upon at the Annual Meeting was the approval, on a non-binding, advisory basis, of the frequency of future stockholder advisory votes to approve the compensation of our named executive officers.

At the Annual Meeting, the stockholders approved, on a non-binding, advisory basis, to hold future stockholder votes to approve the compensation of our named executive officers every year, by the following vote:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
191,378,592	218,271	229,919	11,755	—

