

**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): April 26, 2022

VMWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33622
(Commission
File Number)

94-3292913
(IRS Employer
Identification Number)

3401 Hillview Avenue
(Address of Principal Executive Offices)

Palo Alto

CA

94304
(Zip code)

Registrant's telephone number, including area code: (650) 427-5000

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 (see General Instruction A.2. below):

- 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	VMW	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 26, 2022, Donald Carty, a Class III member of the Board of Directors (the “**Board**”) of VMware, Inc. (“**VMware**”), notified VMware that he will not stand for re-election at VMware’s Annual Meeting of Stockholders to be held on July 12, 2022 (the “**Annual Meeting**”). Mr. Carty advised the Company that his decision to not stand for re-election did not involve any disagreement with the Company. Mr. Carty will continue to serve as a director until the Annual Meeting.

On April 29, 2022, the Board elected Nicole Anasenes as a Class III member of the Board and appointed Ms. Anasenes to serve as a member of VMware’s Audit Committee. Consistent with the outside director compensation program described in VMware’s proxy statement filed with the Securities and Exchange Commission on May 28, 2021, the Board approved standard cash compensation and an RSU award, pro-rated for partial-year service, for Ms. Anasenes. VMware will enter into its standard form of indemnification agreement with Ms. Anasenes.

A copy of the press release announcing Ms. Anasenes’s election to the Board is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release of VMware, Inc.](#)

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 hereunto duly authorized.

Date: April 29, 2022

VMware, Inc.

By: /s/ Craig Norris

Craig Norris

Vice President, Deputy General Counsel and Assistant Secretary

Veteran Technology Industry Executive Nicole Anasenes Joins VMware Board of Directors

PALO ALTO, Calif., May 2, 2022 – VMware, Inc. (NYSE: VMW), a leading innovator in enterprise software, today announced that Nicole Anasenes has been elected to the VMware board of directors.

Anasenes brings extensive business, operational and financial acumen to VMware’s board of directors, having served in numerous leadership positions at leading technology companies including IBM, Squarespace, Inc. and Ansys, Inc.

“With her deep experience as a business leader at key technology companies, Nicole will make an excellent addition to VMware’s board of directors,” said Paul Sagan, VMware’s Lead Independent Director. “We look forward to partnering with Nicole and the executive team to continue driving the future direction of VMware’s business as the leading platform that enables businesses and organizations to build, run and secure their applications in the multi-cloud era.”

“VMware is at a pivotal moment as a company, and I am thrilled to contribute to the company as the team continues to deliver transformative multi-cloud solutions,” commented Nicole Anasenes.

Anasenes brings significant experience in financial and operational matters, gained from her current and prior leadership positions as Chief Financial Officer (CFO) and Chief Operating Officer (COO) of public and private technology companies. Anasenes has served as CFO of Ansys, Inc., a provider of engineering simulation software and services, since March 2021 and as Senior Vice President since December 2020. She also previously served on the board of directors of Ansys from July 2018 until December 2020.

Additionally, Anasenes previously served as CFO and COO of Squarespace, Inc., a provider of online tools for building and managing websites. She also served as CFO of Infor, a cloud application software company. Before joining Infor, she spent 17 years with IBM in various leadership positions in corporate finance, M&A and market development.

About VMware

VMware is a leading provider of multi-cloud services for all apps, enabling digital innovation with enterprise control. As a trusted foundation to accelerate innovation, VMware software gives businesses the flexibility and choice they need to build the future. Headquartered in Palo Alto, California, VMware is committed to building a better future through the company’s 2030 Agenda. For more information, please visit www.vmware.com/company.

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