

**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 15, 2023**

**UiPath, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40348**  
(Commission File Number)

**47-4333187**  
(IRS Employer  
Identification No.)

**One Vanderbilt Avenue, 60th Floor  
New York, New York**  
(Address of Principal Executive Offices)

**10017**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(844) 432-0455**

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 Instructions 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
<b>Class A Common Stock, par value \$0.00001 per share</b>	<b>PATH</b>	<b>New York Stock Exchange</b>

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.**

On June 15, 2023, UiPath, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the holders of 361,541,535 shares of the Company’s Class A common stock, entitled to one vote per share, and 82,452,748 shares of the Company’s Class B common stock, entitled to 35 votes per share, were represented in person or by proxy, which represented 96.53% of the voting power of the shares issued and outstanding and entitled to vote, constituting a quorum. At the Annual Meeting, Proposals 1, 2, 3, and 4 were approved by the Company’s stockholders and no other business was properly brought before the Annual Meeting. The proposals are described in detail in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission (“SEC”) on April 28, 2023 (the “Proxy Statement”).

The votes for each proposal are set forth below.

- At the Annual Meeting, the vote on the proposal to elect seven (7) directors to serve on the Company’s Board until the 2024 annual meeting of stockholders and until such time as their respective successors have been duly elected and qualified or until their earlier death, disability, resignation, retirement, disqualification, or removal from office, was as follows:

	FOR	WITHHOLD	BROKER NON-VOTE
Daniel Dines	3,154,782,238	61,616,081	30,989,397
Philippe Botteri	3,142,072,005	74,326,314	30,989,397
Michael Gordon	3,211,535,243	4,863,076	30,989,397
Daniel D. Springer	3,199,450,053	16,948,266	30,989,397
Laela Sturdy	3,126,177,195	90,221,124	30,989,397
Karenann Terrell	3,212,401,260	3,997,059	30,989,397
Richard P. Wong	3,190,183,266	26,215,053	30,989,397

- At the Annual Meeting, the vote to approve, on a non-binding advisory basis, the compensation paid to our named executive officers (“say-on-pay vote”), was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTE
3,074,395,134	140,007,033	1,996,152	30,989,397

- At the Annual Meeting, the vote to indicate, on a non-binding advisory basis, the preferred frequency (i.e., every one, two, or three years) of holding the say-on-pay vote, was as follows:

1 YEAR	2 YEARS	3 YEARS	ABSTAIN	BROKER NON-VOTE
3,212,128,898	151,164	2,508,909	1,609,348	30,989,397

Consistent with a majority of the votes cast with respect to Proposal 3, the Company’s Board of Directors has determined that the Company will hold a stockholder vote on the compensation of the Company’s named executive officers once every year until the matter is next presented to stockholders for a vote, as required pursuant to Section 14(A) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

- At the Annual Meeting, the vote to ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 31, 2024, was as follows:

FOR	AGAINST	ABSTAIN
3,245,956,879	516,030	914,807

**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.

**UiPath, Inc.**

By: /s/ Brad Brubaker  
Chief Legal Officer and Secretary

Date: June 22, 2023