
**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): March 25, 2025

CONCENTRIX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-39494
(Commission File Number)

27-1605762
(I.R.S. Employer Identification Number)

39899 Balentine Drive, Suite 235, Newark, California
(Address of principal executive offices)

94560
(Zip Code)

(800) 747-0583
(Registrant's telephone number, including area code)

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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	CNXC	The Nasdaq Stock Market LLC

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 25, 2025, the stockholders of Concentrix Corporation (the “Company” or “Concentrix”) approved an amendment (the “Charter Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended to permit stockholders owning at least 25% of the Company’s common stock (the “Required Ownership”) to call a special meeting of stockholders, subject to certain notice, information, and other requirements set forth in the Company’s Amended and Restated Bylaws, as amended (the “Bylaws”). The Charter Amendment became effective upon filing with the Secretary of State of the State of Delaware on March 25, 2025.

In connection with the stockholder approval of the Charter Amendment and effective upon the filing of the Charter Amendment on March 25, 2025, the Board of Directors (the “Board”) of the Company made certain amendments to Article 2, Section 2.3 of the Bylaws (the “Bylaws Amendment”) to provide appropriate procedures for and limitations on the calling of special meetings of stockholders, including:

- that the Required Ownership must be a “net long position” that has been continuously held by the requesting stockholders for at least one year prior to the date the special meeting request is submitted to the Company and that the requesting stockholders provide documentary evidence of such position and holding period;
- that any stockholder requests for a special meeting will be deemed revoked (and any related special meeting cancelled) if the requesting stockholders’ net long position is less than the Required Ownership at any time between the date of the request and the date of the applicable special meeting; and
- that a special meeting is not required to be called in response to a request that (i) is received by the Company during the period commencing 90 days prior to the first anniversary of the Company’s most recent annual meeting and ending on the date of the Company’s next annual meeting, (ii) is within 90 days prior to an annual or special meeting called by the Company, (iii) fails to comply with the procedural requirements for requesting a special meeting set forth in the Bylaws, or (iv) relates to an item of business that is improper under applicable law or is identical or substantially similar to an item presented at an annual or special meeting within the preceding 120 days.

The foregoing summary of the Charter Amendment and the Bylaws Amendment is qualified in its entirety by reference to the full text of the Charter Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K, and the Bylaws Amendment, which is filed as Exhibit 3.2 to this Current Report on Form 8-K, and each of which is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On March 25, 2025, the Company held its 2025 Annual Meeting of Stockholders (the “Annual Meeting”) for which the Board solicited proxies pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended.

At the Annual Meeting, the Company’s stockholders (1) elected ten directors to serve on the Company’s Board of Directors, (2) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for fiscal year 2024, (3) approved, on an advisory basis, the compensation of the Company’s named executive officers, (4) approved a management proposal to amend the Company’s Amended and Restated Certificate of Incorporation, as amended, to permit stockholders owning at least 25% of Concentrix’s common stock to call a special meeting of stockholders, and (5) did not approve a shareholder proposal regarding the shareholder ability to call for a special shareholder meeting.

Set forth below are the final voting results for these proposals, each of which were described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on February 13, 2025:

1. The election of ten directors to serve on the Company's Board of Directors for terms expiring at the Company's 2026 Annual Meeting of Stockholders.

Nominee	For	Withhold	Broker Non-Votes
Christopher Caldwell	53,158,754	480,302	2,684,698
Teh-Chien Chou	53,253,543	385,513	2,684,698
LaVerne Council	53,308,917	330,139	2,684,698
Jennifer Deason	53,312,997	326,059	2,684,698
Olivier Duha	50,714,627	2,924,429	2,684,698
Nicolas Gheysens	53,115,929	523,127	2,684,698
Kathryn Hayley	52,852,679	786,377	2,684,698
Kathryn Marinello	53,336,255	302,801	2,684,698
Dennis Polk	50,838,471	2,800,585	2,684,698
Ann Vezina	53,243,586	395,470	2,684,698

2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered accounting firm for fiscal year 2025.

For	Against	Abstain	Broker Non-Votes
56,173,423	34,272	116,059	—

3. The approval, on an advisory basis, of the compensation of the Company's named executive officers, as described in the Company's proxy statement.

For	Against	Abstain	Broker Non-Votes
52,414,139	1,143,058	81,859	2,684,698

4. The approval of a management proposal to amend the Company's Amended and Restated Certificate of Incorporation, as amended, to permit stockholders owning at least 25% of our common stock to call a special meeting of stockholders.

For	Against	Abstain	Broker Non-Votes
46,548,756	389,456	6,700,844	2,684,698

5. Shareholder proposal to give shareholders the ability to call for a special shareholder meeting.

For	Against	Abstain	Broker Non-Votes
20,878,094	32,711,775	49,187	2,684,698

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Document Description
3.1	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Concentrix Corporation, as amended, filed on March 25, 2025.</u>
3.2	<u>Amendment No. 3 to the Amended and Restated Bylaws of Concentrix Corporation.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: March 31, 2025

CONCENTRIX CORPORATION

By: /s/ Jane C. Fogarty
Jane C. Fogarty
Executive Vice President, Legal

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
CONCENTRIX CORPORATION**

Concentrix Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is Concentrix Corporation.

SECOND: The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on December 15, 2009 under the name SYNEX GBS, INC., and was amended on March 14, 2014 to change the name to Concentrix Global Holdings, Inc., and was subsequently amended on February 12, 2020, amended and restated on November 25, 2020, and amended on October 28, 2024.

THIRD: The Certificate of Incorporation of the corporation is hereby amended by deleting Section B under ARTICLE VII and replacing such paragraph with the following paragraph so that, as amended, said Section B shall be and read as follows:

Special Meetings of Stockholders. Special meetings of the stockholders of the Corporation may be called for any purpose or purposes, unless otherwise prescribed by statute or by this Certificate, (i) at the request of the Chairman of the Board of Directors, the Chief Executive Officer, or the President of the Corporation, (ii) by a resolution adopted by the affirmative vote of a majority of the Board of Directors, or (iii) at the request of the stockholders holding at least 25 percent of the then outstanding shares of Common Stock. The procedure to be followed by stockholders in calling a special meeting and the methodology for determining the percentage of votes entitled to be cast by the stockholders seeking to call a special meeting (including without limitation any minimum holding periods or other limitations or conditions) shall be as set forth in the Bylaws. Except as otherwise required by law or this Certificate, the Board of Directors may postpone, reschedule, or cancel any special meeting of stockholders called pursuant to (i) or (ii) above.

FOURTH: The Board of Directors of the corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the corporation and declaring said amendment to be advisable.

FIFTH: This Certificate of Amendment and the amendment to the Certificate of Incorporation effected hereby has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

SIXTH: This Certificate of Amendment, and the amendment effected hereby, shall become effective upon filing.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed this 25th day of March, 2025.

Concentrix Corporation

By: /s/ Jane Fogarty

Jane Fogarty

Executive Vice President, Legal

**AMENDMENT NO. 3 TO THE
AMENDED AND RESTATED BYLAWS
OF
CONCENTRIX CORPORATION**

Adopted: March 25, 2025

The Amended and Restated Bylaws, as amended (the “**Bylaws**”) of Concentrix Corporation, a Delaware corporation (the “**Company**”), in accordance with the requisite approval of the Company’s Board of Directors, Article 10 of the Bylaws and Section 109 of the Delaware General Corporation Law, are hereby amended as follows:

1. Article 2, Section 2.3 is hereby amended and restated in its entirety to read as follows:

Special Meetings.

(a) General. Special meetings of the stockholders may be called for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, by the Secretary only (1) at the request of the Chairman of the Board, the Chief Executive Officer or the President, (2) or by a resolution duly adopted by the affirmative vote of a majority of the Board of Directors, or (3) solely to the extent allowed under Section 2.3(b). Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the matters relating to the purpose or purposes stated in the notice of meeting. Except as otherwise restricted by the certificate of incorporation or applicable law, the Board of Directors may postpone, reschedule, or cancel any special meeting of stockholders called pursuant to (1) or (2) above.

(b) Stockholder Requested Meetings.

(1) Special meetings of stockholders (each a “**Stockholder Requested Special Meeting**”) shall be called by the Secretary upon the written request of a stockholder (or a group of stockholders formed for the purpose of making such request) who or which has Net Beneficial Ownership (as defined below) of 25% or more of the outstanding common stock of the corporation (the “**Required Percent**”) and who held that amount in a net long position for at least one year, each as of the date of submission of the request. Compliance by the requesting stockholder or group of stockholders with the requirements of this section and related provisions of these bylaws shall be determined in good faith by the Board of Directors, which determination shall be conclusive and binding on the corporation and the stockholders.

“**Net Beneficial Ownership**” (and its accompanying terms), when used to describe the nature of a stockholder’s ownership of common stock of the corporation, shall mean those shares of common stock of the corporation as to which the stockholder in question possesses (A) the sole power to vote or direct the voting, (B) the sole economic rights of ownership (including the sole right to profits and the sole risk of loss), and (C) the sole power to dispose of or direct the disposition. The number of shares calculated in

accordance with clauses (A), (B) and (C) shall not include any shares (1) sold by such stockholder in any transaction that has not been settled or closed, (2) borrowed by such stockholder for any purposes or purchased by such stockholder pursuant to an agreement to resell or (3) subject to any option, warrant, derivative or other agreement or understanding, whether any such arrangement is to be settled with shares of common stock of the corporation or with cash based on the notional amount of shares subject thereto, in any such case which has, or is intended to have, the purpose or effect of (x) reducing in any manner, to any extent or at any time in the future, such stockholder's rights to vote or direct the voting and full rights to dispose or direct the disposition of any of such shares or (y) offsetting to any degree gain or loss arising from the sole economic ownership of such shares by such stockholder.

(2) A request for a Stockholder Requested Special Meeting must be signed by the Net Beneficial Owners of the Required Percent of the corporation's common stock (or their duly authorized agents) and be delivered to the Secretary at the principal executive offices of the corporation by registered mail, return receipt requested.

Such request shall (A) set forth a statement of the specific purpose or purposes of the Stockholder Requested Special Meeting and the matters proposed to be acted on at such meeting, (B) include the date of signature of each stockholder (or duly authorized agent) signing the request, (C) set forth (w) the name and address, as they appear in the corporation's books, of each stockholder signing such request or, if such stockholder of record is a nominee or custodian, the beneficial owner on whose behalf such requests is signed, (x) an affidavit by each such person stating the number of shares of common stock of the corporation as to which such stockholder or beneficial owner has Net Beneficial Ownership, (y) evidence of the fact and duration of such stockholder's or beneficial owner's beneficial ownership of such stock consistent with that which is required under Regulation 14A under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and (z) a certification from each such stockholder that the stockholders signing the request in the aggregate satisfy the Net Beneficial Ownership requirement of these bylaws, (D) set forth all information relating to each such stockholder or beneficial owner that must be disclosed in solicitations of proxies for the election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case, pursuant to Regulation 14A under the Exchange Act, (E) describe any material interest of each such stockholder or beneficial owner in the specific purpose or purposes of the Stockholder Requested Special Meeting, (F) include a representation that at least one of the stockholders signing the request, or a qualified representative of at least one such stockholder, intends to appear to present the item of business to be brought before the Stockholder Requested Special Meeting, and (G) include an acknowledgment by each stockholder and any duly authorized agent that any disposition of shares of common stock of the corporation as to which such stockholder has Net Beneficial Ownership as of the date of delivery of the request for the Stockholder Requested Special Meeting and prior to the record date for the Stockholder Requested Special Meeting by such stockholder shall constitute a revocation of such request with respect to such shares. In addition, the stockholder and any duly authorized agent shall promptly provide any other information reasonably requested by the corporation to allow it to satisfy its obligations under applicable law.

Any requesting stockholder may revoke a request for a Stockholder Requested Special Meeting at any time by written revocation delivered to the Secretary at the principal executive offices of the corporation. If, following such revocation at any time before the date of the Stockholder Requested Special Meeting, the remaining requests are from stockholders holding in the aggregate less than the Required Percent, the Board, in its discretion, may cancel the Stockholder Requested Special Meeting.

(3) Notwithstanding the foregoing, the Secretary shall not be required to call a Stockholder Requested Special Meeting if (A) the request for such meeting does not comply with this Section 2.3(b) or Section 3.2 of these Bylaws, (B) the Board of Directors or any individual authorized by 2.3(a) above has called or calls an annual or special meeting of stockholders to be held not later than ninety (90) days after the date on which the request for a Stockholder Requested Special Meeting has been delivered to the Secretary (the “***Delivery Date***”), (C) the request is received by the Secretary during the period commencing ninety (90) days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting, (D) the request contains an identical or substantially similar item (a “Similar Item”) to an item that was presented at any meeting of stockholders held within one hundred and twenty (120) days prior to the Delivery Date (and, for purposes of this clause (D) the election of directors shall be deemed a “Similar Item” with respect to all items of business involving the election or removal of directors), (E) the request relates to an item of business that is not a proper subject for action by the stockholders of the corporation under applicable law, or (F) the request was made in a manner that involved a violation of Regulation 14A under the Exchange Act or other applicable law.

(4) Any Stockholder Requested Special Meeting shall be held at such date, time, and place within or without the state of Delaware as may be fixed by the Board; provided, however, that the Board may in its sole discretion determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication. The date of any Stockholder Requested Special Meeting shall be not more than sixty (60) days after the record date for such meeting, which shall be fixed in accordance with Section 2.11 of these Bylaws. In fixing a date and time for any Stockholder Requested Special Meeting, the Board may consider such factors as it deems relevant within the good faith exercise of business judgment, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for the special meeting and any plan of the Board to call an annual meeting or a special meeting.

(5) Business transacted at any Stockholder Requested Special Meeting shall be limited to the purpose(s) stated in the request; provided, however, that nothing herein shall prohibit the corporation from submitting matters to a vote of the stockholders at any Stockholder Requested Special Meeting.

(6) Notwithstanding the provisions of Section 2.7 of these Bylaws, if a quorum is not present at any Stockholder Requested Special Meeting, the Chairman of the Board, the Board of Directors, and the corporation shall have no obligation to postpone or adjourn such Stockholder Requested Special Meeting (but may adjourn the Stockholder Requested Special Meeting pursuant to Section 2.8), and further, may cancel

such Stockholder Requested Special Meeting; and each of the same shall have fulfilled their respective obligations under this Section 2.3(b) with respect to such Stockholder Requested Special Meeting.

2. Effective Date. This amendment shall be effective as of the date set forth above.
3. Effect. Except as otherwise provided herein, the Bylaws shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has hereto subscribed their name as of the date first above written.

Concentrix Corporation

By: /s/ Jane C. Fogarty

Name: Jane C. Fogarty

Title: Executive Vice President, Legal