

**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 3, 2020

Zoom Video Communications, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-38865

(Commission File Number)

61-1648780

(IRS Employer
Identification No.)

**55 Almaden Boulevard, 6th Floor
San Jose, California**

(Address of Principal Executive Offices)

95113

(Zip Code)

(888) 799-9666

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 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
Class A Common Stock, \$0.001 par value per share	ZM	The Nasdaq Global Select Market

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 May 3, 2020, the board of directors (“Board”) of Zoom Video Communications, Inc. (the “Company”) approved an increase in the total authorized number of members of the Board to nine directors and elected Lieut. Gen. H.R. McMaster to fill the newly created vacancy, effective May 6, 2020. General McMaster was elected as a Class I director for a term expiring at the Company’s 2020 annual stockholders meeting, and was nominated by the Board to stand for reelection at such annual stockholders meeting. General McMaster is not expected to join any of the committees of the Board at this time.

Since September 2018, General McMaster has served at Stanford University as the Fouad and Michelle Ajami Senior Fellow at the Hoover Institution, the Susan and Bernard Liataud Fellow at the Freeman Spogli Institute and as lecturer at the Graduate School of Business. He served as a commissioned officer in the United States Army for thirty-four years until his retirement in June 2018. From February 2017 to April 2018, McMaster was the 26th Assistant to the President for National Security Affairs. General McMaster holds a B.S. from the United States Military Academy at West Point and a M.A. and Ph.D. in History from the University of North Carolina at Chapel Hill.

There is no arrangement or understanding between General McMaster and any other persons pursuant to which he was elected as a director. General McMaster has no direct or indirect material interest in any transaction required to be disclosed by the Company pursuant to Item 404(a) of Regulation S-K. General McMaster will enter into the Company’s standard form of indemnification agreement between the Company and its directors and executive officers.

General McMaster will be compensated as a member of the Board under the terms of the Company’s Non-Employee Director Compensation Policy.

General McMaster’s election to the Board is included in the press release attached hereto as Exhibit 99.1.

ITEM 9.01 Financial Statements And Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated May 6, 2020

Zoom Adds Board Member H.R. McMaster and Head of Global Public Policy and Government Relations Jonathan Kallmer to Leadership Team

SAN JOSE, Calif., May 6, 2020 (GLOBE NEWSWIRE) -- [Zoom Video Communications, Inc.](#) (NASDAQ: ZM) today announced that it has appointed Lieutenant General Herbert Raymond “H.R.” McMaster as an independent director on Zoom’s Board of Directors, effective May 6, 2020, and hired Jonathan “Josh” Kallmer as its Head of Global Public Policy and Government Relations, effective May 26, 2020.

McMaster was the 26th assistant to the president for National Security Affairs. He served as a commissioned officer in the United States Army for 34 years before retiring as a Lieutenant General in June 2018. McMaster currently serves at Stanford University as the Fouad and Michelle Ajami Senior Fellow at the Hoover Institution, the Susan and Bernard Liautaud Fellow at the Freeman Spogli Institute, and a lecturer at the Graduate School of Business. He is a bestselling author and historian who writes and lectures on military and diplomatic history, national security, and leadership.

Kallmer was most recently Executive Vice President for Policy at the Information Technology Industry Council (ITI), leading efforts to influence policy development around the globe. Before joining ITI, Kallmer acted as counsel for Crowell & Moring LLP and Deputy Assistant U.S. Trade Representative for Investment.

“Zoom does significant good for our society, allowing people to connect and collaborate face-to-face from anywhere. This extraordinary capability is vital now more than ever,” said McMaster. “My goal is to help the company navigate rapid growth and assist in meeting Zoom’s commitment to becoming the world’s most secure video communications platform.”

“Zoom is an incredibly innovative company with a world-class team and culture,” said Kallmer. “I’m excited to join this team that shares my policy priorities of communicating honestly, building trust, and developing understanding of innovation and technology in governments around the world.”

“General McMaster is a welcome addition to our Board. During his decorated military career, he has built an expertise in leading through challenging situations and has demonstrated tremendous strength of character. His leadership will be invaluable as Zoom continues to enable people to connect on a global scale,” said Eric S. Yuan, CEO of Zoom. “We are also thrilled and fortunate that Josh will be joining Zoom to lead our government relations and public policy efforts. Josh's experience and perspective will be instrumental as Zoom continues to actively engage with stakeholders in Washington, D.C., and around the world to discuss Zoom's platform, policies, and commitments to our users, as well as other important industry-wide topics. My warmest welcome to you both!”

About Lieutenant General H.R. McMaster

Lieutenant General H.R. McMaster, U.S. Army, retired, has served as a member of the Zoom Board of Directors since May 2020. Since September 2018, he has served at Stanford University as the Fouad and Michelle Ajami Senior Fellow at the Hoover Institution, the Susan and Bernard Liautaud Fellow at the Freeman Spogli Institute, and as lecturer at the Graduate School of Business. He served as a commissioned officer in the United States Army for 34 years until his retirement in June 2018. From February 2017 to April 2018, McMaster was the 26th Assistant to the President for National Security Affairs. General McMaster holds a B.S. from the United States Military Academy at West Point and a M.A. and Ph.D. in History from the University of North Carolina at Chapel Hill.

About Jonathan Kallmer

Jonathan “Josh” S. Kallmer is Head of Global Public Policy and Government Relations for Zoom. Before joining Zoom, Kallmer was ITI’s executive vice president for policy, leading ITI’s efforts to influence policy developments around the globe in ways that enable innovation and economic growth, while supporting governments in achieving their public policy objectives. With a team of experienced professionals, he was responsible for crafting and executing policy strategies in every region of the world and on a wide range of issues.

Before joining ITI in 2015, Josh was counsel in the International Trade and International Dispute Resolution groups of Crowell & Moring LLP. Prior to Crowell & Moring, Josh served as Deputy Assistant U.S. Trade Representative for Investment. He co-chaired the United States’ bilateral investment treaty (BIT) program, was lead U.S. negotiator for several international investment agreements, and represented the Office of the U.S. Trade Representative (USTR) on the Committee on Foreign Investment in the United States (CFIUS). Prior to joining USTR, Josh was an associate in the Washington, D.C. office of Hogan & Hartson LLP, where he practiced in the areas of international litigation and arbitration and international trade. Josh speaks and writes frequently on technology and international economic policy issues. He graduated with honors from Stanford University and received his law degree, *cum laude*, from Georgetown University.

About Zoom

Zoom Video Communications, Inc. (NASDAQ: ZM) brings teams together to get more done in a frictionless video environment. Our easy, reliable, and innovative video-first unified communications platform provides video meetings, voice, webinars, and chat across desktops, phones, mobile devices, and conference room systems. Zoom helps enterprises create elevated experiences with leading business app integrations and developer tools to create customized workflows. Founded in 2011, Zoom is headquartered in San Jose, California, with offices around the world. Visit zoom.com and follow [@zoom_us](https://twitter.com/zoom_us).

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