

**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 7, 2024**

**ARISTA NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-36468**

(Commission File No.)

**20-1751121**

(IRS Employer Identification  
No.)

**5453 Great America Parkway  
Santa Clara, CA 95054**

(Address of principal executive offices) (Zip Code)

**(408) 547-5500**

(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 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
<b>Common Stock, \$0.0001 par value</b>	<b>ANET</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. ☐

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## ITEM 5.07 Submission of Matters to a Vote of Security Holders.

On June 7, 2024, Arista Networks, Inc. (the "Company") held its 2024 Annual Meeting of Stockholders (the "Annual Meeting"). The stockholders voted on the following proposals at the Annual Meeting:

1. To elect three Class I directors to serve until the 2027 annual meeting of stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal;
2. To approve, on an advisory basis, the compensation of the Company's named executive officers; and
3. Ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2024.
4. To approve the Amended, Restated and Extended 2014 Equity Incentive Plan.

For more information about the foregoing proposals, see the Company's proxy statement, filed with the Securities and Exchange Commission on April 24, 2024.

The voting results for each of the proposals are as follows:

### 1. Election of Directors

Nominee	For	Withheld	Broker Non-votes
Kelly Battles	197,222,966	62,883,843	24,788,805
Kenneth Duda	248,992,460	11,114,349	24,788,805
Jayshree Ullal	209,185,230	50,921,579	24,788,805

Each director nominee was duly elected to serve until the 2027 annual meeting of stockholders and until his or her successor is duly elected and qualified, subject to earlier resignation or removal.

### 2. Advisory Vote on Named Executive Officer Compensation

For	Against	Abstained	Broker Non-votes
242,610,681	15,591,669	1,904,459	24,788,805

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

### 3. Ratification of Appointment of Independent Registered Public Accounting Firm

For	Against	Abstained
280,027,165	4,632,818	235,631

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

**4. Amended, Restated and Extended 2014 Equity Incentive Plan**

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-votes</b>
248,231,831	9,911,280	1,963,698	24,788,805

The stockholders approved the Amended, Restated and Extended 2014 Equity Incentive Plan.

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## **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.

ARISTA NETWORKS, INC.

June 10, 2024

/s/ CHANTELLE BREITHAUPT

Chantelle Breithaupt  
Senior Vice President, Chief  
Financial Officer