

Support.com, Inc.  
Form 8-K  
May 31, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 25, 2011

|  |  |   |
|--|--|---|
| Delaware<br>(State or Other<br>Jurisdiction<br>of Incorporation) | SUPPORT.COM, INC.<br>(Exact Name of Registrant as Specified in Charter)<br>000-30901<br>(Commission File No.)                                    | 94-3282005<br>(I.R.S. Employer<br>Identification No.) |
|  | 1900 Seaport Blvd., Third Floor, Redwood City,<br>CA 94063<br>(Address of Principal Executive Offices) (Zip<br>Code)                             |   |
|  | Registrant's telephone number, including area code:<br>(650) 556-9440<br>N/A<br>(Former Name or Former Address, if Changed<br>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))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

(e) On May 25, 2011, Support.com stockholders approved the adoption of the Support.com 2011 Employee Stock Purchase Plan (the “ESPP”). The purpose of the ESPP is to provide employees of Support.com and its designated subsidiaries and affiliates, including named executive officers, with an opportunity to purchase Support.com common stock and, therefore, to have an additional incentive to contribute to the prosperity of Support.com.

The aggregate number of shares that may be issued under the ESPP is 1,000,000 shares of common stock, which may be authorized but unissued or reacquired shares, or any combination thereof, subject to proportionate adjustment in certain circumstances.

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

(a) On May 25, 2011, Support.com held its Annual Meeting of Stockholders.

(b) At the Annual Meeting, five proposals were acted upon by the stockholders. The number of votes cast for, against, or withheld as to each such proposal or nominee, as well as the number of abstentions and broker non-votes as to each such proposal or nominee, have been certified and are set forth below:

Voting Results for 2011 Annual Meeting

| Vote Item  | Nominee  | For        | Withheld    | Against   | Broker Nonvote |
|--|--|------------|-------------|-----------|----------------|
| 1. Election of Directors<br>[All elected]  | Shawn Farshchi   | 37,206,405 | 764,455     | 0         | 6,808,311      |
|  | Mark Fries   | 37,531,015 | 439,845     | 0         | 6,808,311      |
|  | Michael Linton   | 37,205,602 | 765,258     | 0         | 6,808,311      |
|  | J. Martin O’Malley   | 37,523,015 | 447,845     | 0         | 6,808,311      |
|  | Joshua Pickus  | 37,595,015 | 375,845     | 0         | 6,808,311      |
|  | Toni Portmann  | 37,531,015 | 439,845     | 0         | 6,808,311      |
|  | Jim Stephens   | 37,206,405 | 764,455     | 0         | 6,808,311      |
| Vote Item  | Details  | For        | Against     | Abstain   | Broker Nonvote |
| 2. Approval, on an Advisory Basis, of the Compensation of Support.com’s Named Executive Officers<br>[Approved] | The “say-on-pay” proposal addresses our overall philosophy, policies and practices relating to compensation of our Named Executive Officers. | 36,062,684 | 732,820     | 1,175,356 | 6,808,311      |
|  | One Year   | Two Years  | Three Years | Abstain   |                |

| Vote Item  |            |        |            |           | Broker<br>Nonvote |
|--|------------|--------|------------|-----------|-------------------|
| 3. Approval, on an Advisory Basis, of the Frequency of Future Advisory Votes on the Compensation of Support.com's Named Executive Officers [One Year Approved] | 25,309,849 | 58,067 | 11,445,498 | 1,157,446 | -                 |

| Vote Item  | Details   | For        | Against | Abstain   | Broker<br>Nonvote |
|--|---|------------|---------|-----------|-------------------|
| 4. Adoption and Approval of the 2011 Employee Stock Purchase Plan [Adopted and Approved] | The Employee Stock Purchase Plan will provide an initial pool of 1,000,000 shares of common stock for future issuance to employees. | 36,581,974 | 208,453 | 1,180,433 | 6,808,311         |

| Vote Item                             | Details           | For        | Against | Abstain | Broker<br>Nonvote |
|---------------------------------------|-------------------|------------|---------|---------|-------------------|
| 5. Ratification of Auditor [Ratified] | Ernst & Young LLP | 44,640,566 | 106,935 | 31,670  | -                 |

(c) Not applicable.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

4.1 Support.com, Inc. Employee Stock Purchase Plan (Incorporated by reference to Annex A to the Registrant's definitive proxy statement for the Registrant's 2011 annual meeting of stockholders filed with the Securities and Exchange Commission on April 15, 2011)

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: May 31, 2011

SUPPORT.COM, INC.

By: /s/ Shelly Schaffer  
Name: Shelly Schaffer  
Title: Executive Vice President and Chief Financial  
Officer

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Support.com, Inc. 2011 Employee Stock Purchase Plan |

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