

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 10, 2018**

**THE KeyW HOLDING CORPORATION**  
(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**001-34891**  
(Commission File Number)

**27-1594952**  
(IRS Employer  
Identification No.)

**7740 Milestone Parkway, Suite 400**  
**Hanover, Maryland 21076**  
(Address of principal executive offices) (Zip Code)

**(443) 733-1600**  
(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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders (the “Annual Meeting”) of The KeyW Holding Corporation (“KeyW” or the “Company”) was held on May 10, 2018. Of the 49,874,455 shares of common stock eligible to vote at the Annual Meeting, 45,748,073 shares were represented in person or by proxy, representing approximately 91.72% of the outstanding shares. At the Meeting, the stockholders voted on the following four proposals and cast their votes as follows:

1. Election of Directors - to serve until the next Annual Meeting and until their successors are duly elected and qualified.

| <b>NOMINEE</b>   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|------------------|------------|----------------|----------------|-------------------------|
| Deborah Bonanni  | 38,698,468 | 218,149        | 28,934         | 6,802,522               |
| William Campbell | 38,747,398 | 175,792        | 22,361         | 6,802,522               |
| Shephard Hill    | 33,557,083 | 5,368,924      | 19,544         | 6,802,522               |
| Chris Inglis     | 38,719,970 | 210,172        | 15,409         | 6,802,522               |
| Kenneth Minihan  | 38,713,520 | 216,120        | 15,911         | 6,802,522               |
| Arthur Money     | 33,410,773 | 5,520,026      | 14,752         | 6,802,522               |
| Caroline Pisano  | 33,558,749 | 5,370,725      | 16,077         | 6,802,522               |
| Mark Sopp        | 33,547,680 | 5,378,732      | 19,139         | 6,802,522               |
| William Weber    | 38,749,600 | 177,967        | 17,984         | 6,802,522               |

2. Ratification of the Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal Year Ending December 31, 2018.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAINED</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|------------------|-------------------------|
| 45,556,107 | 52,501         | 139,465          | —                       |

3. Ratification and Approval of an Amendment to the 2013 Stock Incentive Plan.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAINED</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|------------------|-------------------------|
| 34,439,232 | 4,372,433      | 133,886          | 6,802,522               |

4. Approval, on a Non-Binding Advisory Basis, the Compensation of the Company’s Named Executive Officers.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAINED</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|------------------|-------------------------|
| 37,603,042 | 1,080,285      | 262,224          | 6,802,522               |

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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.

THE KeyW HOLDING CORPORATION  
(Registrant)

DATE: March 10, 2018

/s/ Philip Luci, Jr.

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Philip Luci, Jr

Executive Vice President and General Counsel