

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**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 15, 2016**

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**MAXWELL TECHNOLOGIES, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-15477**  
(Commission File Number)

**95-2390133**  
(I.R.S. Employer  
Identification Number)

**3888 Calle Fortunada**  
**San Diego, California 92123**  
(Addresses of principal executive offices, including zip code)

**(858) 503-3300**  
(Registrant's telephone number, including area code)

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

On June 15, 2016, Maxwell Technologies, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. As described in the Company’s proxy statement for its Annual Meeting of Stockholders held on June 15, 2016, the Certificate of Amendment provides for an increase in the number of authorized shares of the Company’s Common Stock from 40,000,000 shares to 80,000,000 shares.

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

The Annual Meeting of Stockholders of Maxwell Technologies, Inc. (“Annual Meeting”) was held on June 15, 2016. At the meeting, stockholders elected two Class II directors to serve on the Board of Directors until the 2019 Annual Meeting of the Stockholders or until their successors have been duly elected and qualified.

The two directors elected at the meeting were Burkhard Goeschel and David Schlotterbeck. The votes cast for the two elected directors were as follows:

<u>Name</u>	<u>Votes For</u>	<u>% For</u>	<u>Votes Withheld</u>	<u>% Withheld</u>
Burkhard Goeschel	15,179,508	96.11%	614,224	3.89%
David Schlotterbeck	15,170,438	96.05%	623,294	3.95%

The second matter voted on by the stockholders of the Company was the ratification of the appointment of BDO USA LLP as the Company’s independent auditors for the fiscal year ending December 31, 2016. The appointment was ratified and the votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
25,036,961	121,163	116,003

The third matter voted on by the stockholders of the Company was the approval of an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's Common Stock from 40,000,000 shares to 80,000,000 shares. The amendment was approved and the votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
22,115,380	3,009,753	148,994	—

The fourth matter voted on by the stockholders of the Company was the approval of an amendment to the Company's Restated Certificate of Incorporation to declassify the Company's Board of Directors. The amendment was not approved and the votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
15,327,938	395,520	70,274	9,480,395

The fifth matter voted on by the stockholders of the Company was the approval of an increase in the number of shares of Common Stock reserved for issuance under the Company's 2013 Omnibus Equity Incentive Plan by 2,400,000 shares. The increase was approved and the votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
13,915,782	1,761,281	116,669	9,480,395

The sixth matter voted on by the stockholders of the Company was an advisory vote to approve the compensation of the named executive officers of the Company. The resolution was approved with approximately 93.65% of the votes cast at the Annual Meeting voting in favor of the advisory resolution. The votes cast were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
14,791,460	836,693	165,579	9,480,395

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant, dated June 15, 2016.

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.

MAXWELL TECHNOLOGIES, INC.

By: /s/ David Lyle  
David Lyle  
Senior Vice President, Chief Financial Officer,  
Treasurer and Secretary

Date: June 20, 2016

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## EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of the Registrant, dated June 15, 2016.

**CERTIFICATE OF AMENDMENT  
OF RESTATED CERTIFICATE OF INCORPORATION  
OF MAXWELL TECHNOLOGIES, INC.  
a Delaware Corporation**

Maxwell Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That on March 7, 2016, resolutions were duly adopted by the Corporation's Board of Directors setting forth, approving and adopting a proposed amendment to the Corporation's Restated Certificate of Incorporation and declaring such amendment to be advisable and recommended for approval by the Corporation's stockholders, and that such resolutions provide that:

Article FOURTH of the Certificate of Incorporation of the Corporation shall be amended in its entirety to read as follows:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is Eighty Million (80,000,000), consisting of Eighty Million (80,000,000) shares of Common Stock, par value \$0.10 per share (the "Common Stock")."

2. That such amendment was approved by the stockholders of the Corporation at the Corporation's Annual Meeting of Stockholders held on June 15, 2016.

3. The aforesaid amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

4. Except as provided for above, the Restated Certificate of Incorporation of the Corporation shall remain unchanged.

This amendment shall become effective upon its filing with the Secretary of State of Delaware.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed this Certificate of Amendment of Restated Certificate of Incorporation of the Corporation on this 15<sup>th</sup> day of June, 2016.

**MAXWELL TECHNOLOGIES, INC.**

By: /s/ Franz Fink

Franz Fink,  
Chief Executive Officer