

Filer	SOLARWINDS CORP	
Form Type	8-K - Current report to announce major events that shareholders should know about	
Date Filing	10/19/2022	

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

October 14, 2022 Date of Report (Date of earliest event reported)

SOLARWINDS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-38711 (Commission File Number) 81-0753267 (IRS Employer Identification No.)

7171 Southwest Parkway Building 400 Austin, Texas 78735

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (512) 682-9300

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	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value	SWI	New York Stock Exchange

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 \Box

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 5.02Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory
Arrangements of Certain Officers.

On October 14, 2022, each of Seth Boro, Michael Hoffmann and James Lines notified SolarWinds Corporation (the "*Company*") and its Board of Directors (the "*Board*") of his decision, effective immediately, to resign from the Board and its committees, if applicable. Each of Messrs. Boro, Lines and Hoffmann was elected to the Board as designees of affiliates of Thoma Bravo, L.P. ("*Thoma Bravo*") pursuant to the Amended and Restated Stockholders' Agreement, dated as of October 18, 2018, as amended, by and among the Company and certain stockholders named therein. Messrs. Boro, Lines and Hoffmann resigned following receipt of a letter from the US Department of Justice (the "*DOJ*") alleging that their service on the Board violated Section 8 of the Clayton Antitrust Act. Thoma Bravo informed the Company that, without admitting any violation, Thoma Bravo and the resigning directors chose to resign rather than to contest the allegations. The resignations were not the result of any disagreement with the Company.

SIGNATURE

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.

SOLARWINDS CORPORATION

Dated: October 19, 2022

By:

/s/ Sudhakar Ramakrishna Sudhakar Ramakrishna

President and Chief Executive Officer