

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

January 20, 2022
Date of Report (Date of earliest event reported):

INTUIT INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

000-21180
(Commission
File Number)

77-0034661
(I.R.S. Employer
Identification No.)

2700 Coast Avenue, Mountain View, CA 94043
(Address of principal executive offices, including zip code)

(650) 944-6000
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, \$0.01 par value	INTU	Nasdaq Global Select Market

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. "

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

Amendment to Non-Employee Director Compensation Program

On January 20, 2022, Intuit's Board of Directors approved an amended Non-Employee Director Compensation Program, effective January 20, 2022, and attached to this Report as Exhibit 99.01.

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

- (a) Intuit's Annual Meeting of Stockholders was held on January 20, 2022.
- (b) At the meeting, stockholders:
1. Elected twelve persons to serve as directors of Intuit;
 2. Approved, on an advisory basis, Intuit's executive compensation;
 3. Ratified the selection of Ernst & Young LLP to serve as the independent registered public accounting firm for the fiscal year ending July 31, 2022; and
 4. Approved the Company's Amended and Restated 2005 Equity Incentive Plan..

Set forth below, with respect to each such matter, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes.

1. Election of Directors.

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Eve Burton	224,307,755	867,250	142,576	17,490,665
Scott D. Cook	223,949,094	1,243,484	125,003	17,490,665
Richard L. Dalzell	224,412,085	753,790	151,706	17,490,665
Sasan K. Goodarzi	224,267,279	928,420	121,882	17,490,665
Deborah Liu	224,347,878	828,259	141,444	17,490,665
Tekedra Mawakana	224,365,551	805,041	146,989	17,490,665
Suzanne Nora Johnson	217,029,400	7,910,893	377,288	17,490,665
Dennis D. Powell	212,503,968	11,034,436	1,779,177	17,490,665
Brad D. Smith	222,762,507	2,424,409	130,665	17,490,665
Thomas Szkutak	224,351,024	790,239	176,318	17,490,665
Raul Vazquez	224,414,432	751,094	152,055	17,490,665
Jeff Weiner	224,449,530	716,825	151,226	17,490,665

2. Advisory vote to approve executive compensation.

For	Against	Abstain	Broker Non-Votes
206,002,058	19,120,718	194,805	17,490,665

3. Ratification of selection of Ernst & Young LLP to serve as independent registered public accounting firm for the fiscal year ending July 31, 2022.

For	Against	Abstain	Broker Non-Votes
230,804,236	11,542,670	461,340	—

4. Approval of the Company's Amended and Restated Equity Incentive Plan.

For	Against	Abstain	Broker Non-Votes
202,596,241	22,553,235	168,105	17,490,665

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

- 99.01+ [Amended Non-Employee Director Compensation Program, effective January 20, 2022](#)
104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

+ Indicates a management contract or compensatory plan or arrangement.

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: January 24, 2022

INTUIT INC.

By: /s/ MICHELLE M. CLATTERBUCK
Michelle M. Clatterbuck
Executive Vice President and Chief Financial Officer

Intuit Inc.
2022 Non-Employee Director Compensation
amended by the Board of Directors on January 20, 2022

Director Stock Grants

• Each year, following the annual meeting of Intuit's stockholders, each appointed or elected non-employee director shall automatically receive a grant (a "Annual Director Grant") of Intuit restricted stock units equal in number to \$260,000 divided by the closing stock price on the grant date, with the exception of the Chair of the Board of Directors, who shall automatically receive a grant (an "Annual Board Chair Grant") of restricted stock units equal in number to \$350,000 divided by the closing stock price on the grant date. The grant date for these awards (collectively, the "Grants") shall be the first business day following the annual meeting of Intuit's stockholders. If a director joins the board mid-year, the director will receive a pro-rated Annual Director Grant or Annual Board Chair Grant for that year, as applicable. Each Annual Director Grant and Annual Board Chair Grant will generally vest in full on the first business day of the 12th month following the grant date except for those Grants awarded mid-year, which will vest in full on the first business day of the 12th month following the most recent annual meeting of Intuit's stockholders. All of a director's Grants will become fully vested in the event of death or disability of the director or upon a Corporate Transaction. Payment of the Grants shall be automatically deferred until the earliest of: (a) five years from the grant date; (b) termination (for any reason); or (c) a Corporate Transaction. Additional voluntary deferrals will also be permitted.

• Within the later of five years after the director joins the Board, each director is required to hold shares of Intuit common stock with an aggregate value of ten times the amount of the annual Board member cash retainer. Owned shares, outstanding restricted stock units, and any deferred cash retainers ultimately paid as restricted stock units (see below) count towards the ownership requirement.

Cash Retainers

- Non-employee directors in good standing are paid their annual cash retainers in four equal installments.
- Non-employee directors serving on Committees (as chair or member) or as Chair of the Board of Directors are paid annual retainers in addition to the annual cash compensation for service as a member of the Board, as set forth below.
- Non-employee directors may elect to defer cash retainers and instead receive restricted stock units, except for cash retainers to be paid in the first calendar year for a non-employee director joining the Board mid-year. Such election must be made prior to the start of the calendar year, and is irrevocable once made. Payment of any cash fees converted into restricted stock units shall be automatically deferred until the earliest of: (a) five years from the grant date; (b) termination (for any reason); or (c) a Corporate Transaction. Additional voluntary deferrals may also be permitted.
- Annual cash compensation for service as a non-employee director of the Board: \$75,000
- Annual cash retainer for Chair of the Board of Directors: \$90,000
- Annual cash retainers for non-employee director committee service:
 - Audit and Risk Committee: Chair – \$47,500; Member – \$15,000
 - Acquisition Committee: Chair – \$32,500; Member – \$15,000
 - Compensation and Organizational Development: Chair – \$40,000; Member – \$15,000
 - Nominating and Governance Committee: Chair – \$27,500; Member – \$10,000