

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

Date of Report (Date of earliest event reported): **June 12, 2024**

blackbaud[®]

Blackbaud, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-50600

(Commission File Number)

11-2617163

(IRS Employer ID Number)

65 Fairchild Street, Charleston, South Carolina 29492

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(843) 216-6200**

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:

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	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(s)</u>	<u>Name of Each Exchange on which Registered</u>
Common Stock, \$0.001 Par Value	BLKB	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07. Submission of Matters to a Vote of Security Holders.

Blackbaud, Inc. ("**Blackbaud**" or the "**Company**") held its 2024 annual meeting of stockholders on June 12, 2024. The results of the matters submitted to a vote of the Company stockholders at the meeting are set forth below.

Proposal 1 - Election of Directors. Stockholders elected three Class B members to the Company's Board of Directors, each for a three year term expiring in 2027 as follows:

Member	For	Against	Abstentions	Broker Non-Votes
Deneen M. DeFiore	36,585,302	1,038,720	21,916	11,434,470
Andrew M. Leitch	34,072,807	3,550,483	22,648	11,434,470
Kristian P. Talvitie	37,168,854	454,364	22,720	11,434,470

Proposal 2 - Advisory Vote to Approve Named Executive Officer Compensation. Stockholders approved on an advisory basis the 2023 compensation of the Company's named executive officers as follows:

Votes Cast For	35,669,762
Votes Cast Against	1,952,037
Abstentions	24,139
Broker Non-Votes	11,434,470

Proposal 3 - Vote to Approve the Amendment and Restatement of the Blackbaud, Inc. 2016 Equity and Incentive Compensation Plan. Stockholders approved the amendment and restatement of the Blackbaud, Inc. 2016 Equity and Incentive Compensation Plan as follows:

Votes Cast For	35,237,402
Votes Cast Against	2,387,003
Abstentions	21,533
Broker Non-Votes	11,434,470

Proposal 4 - Ratification of Appointment of Independent Registered Public Accounting Firm. Stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 as follows:

Votes Cast For	49,003,226
Votes Cast Against	32,493
Abstentions	14,689
Broker Non-Votes	N/A

Proposal 5 - Adoption of an amendment to the Company's Amended and Restated Certificate of Incorporation to limit the liability of certain officers as permitted by Delaware Law. Stockholders approved the amendment to the Company's Amended and Restated Certificate of Incorporation to limit the liability of certain officers as permitted by Delaware Law as follows:

Votes Cast For	34,092,146
Votes Cast Against	3,525,463
Abstentions	28,329
Broker Non-Votes	11,434,470

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.

BLACKBAUD, INC.

Date: June 14, 2024

/s/ Anthony W. Boor

Anthony W. Boor

Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)