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**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 16, 2023**

**RACKSPACE TECHNOLOGY, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b> <b>(State of Incorporation)</b>	<b>001-39420</b> <b>(Commission File Number)</b>	<b>81-3369925</b> <b>(I.R.S. Employer Identification No.)</b>
<b>1 Fanatical Place</b> <b>City of Windcrest</b> <b>San Antonio, Texas 78218</b> <b>(Address of principal executive offices, including zip code)</b>		

**(210) 312-4000**  
**(Registrant's telephone number, including area code)**

**(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:

- ☐ 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(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	RXT	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

On June 16, 2023, Rackspace Technology, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). The close of business on April 19, 2023 was previously established as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting (the "Record Date"). As of the Record Date, there were 218,165,101 shares of common stock of the Company (the "Shares"), with each Share being entitled to one vote. The holders of a total of 179,786,238 Shares, representing 82.40% of the total Shares issued and outstanding, were present in person or by proxy at the Annual Meeting, constituting a quorum.

The final voting results for each of the proposals submitted to a vote of stockholders during the Annual Meeting are set forth below. A more complete description of each proposal is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 28, 2023 (the "Proxy Statement").

**Proposal 1.** To elect David Sambur, Amar Maletira and Shashank Samant to the Board of Directors of the Company as Class III Directors, in each case, for a term of three years expiring at the annual meeting of stockholders to be held in 2026. The Company's stockholders duly elected David Sambur, Amar Maletira and Shashank Samant, by at least a plurality of the votes cast, to serve as Class III Directors until the 2026 annual meeting of stockholders and until his or her successor is elected and qualified, subject, however, to such director's earlier death, resignation, retirement, removal or disqualification. The results of the voting were as follows:

Proposal	Nominee	Votes For	Votes Withheld	Broker Non-Votes
1a	David Sambur	138,546,304	29,745,093	11,494,841
1b	Amar Maletira	167,595,390	696,007	11,494,841
1c	Shashank Samant	167,168,302	1,123,095	11,494,841

**Proposal 2.** To conduct an advisory vote to approve the compensation of the Company's named executive officers, as further described in the Proxy Statement (a "say-on-pay vote"). The Company's stockholders approved, on a non-binding, advisory basis, the executive compensation of the Company's named executive officers. The results of the voting were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
137,317,117	30,812,239	162,041	11,494,841

**Proposal 3.** To approve an amendment to the Company's 2020 Equity Incentive Plan (the "2020 Incentive Plan") to increase the number of shares of the Company's Common Stock authorized to be issued under the plan. The Company's stockholders voted to approve the amendment to the 2020 Incentive Plan. The results of the voting were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
141,896,606	26,357,358	37,433	11,494,841

**Proposal 4.** To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the voting were as follows:

Votes For	Votes Against	Abstentions
179,501,762	169,529	114,947

## 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 thereunto duly authorized.

RACKSPACE TECHNOLOGY, INC.

Date: June 16, 2023

By: /s/ Michael Bross  
Michael Bross  
Senior Vice President, Chief Legal Officer and Corporate  
Secretary