



## jITEM 5.02. COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

## Adoption of the KVH Industries, Inc. 2016 Equity and Incentive Plan

At our annual meeting of stockholders on June 15, 2016, our stockholders approved the KVH Industries, Inc. 2016 Equity and Incentive Plan, or the 2016 Plan. The 2016 Plan provides for, among other things, the issuance of up to 3,000,000 shares of our common stock, plus an additional number of shares (not to exceed 1,716,988) intended to "roll over" into the 2016 Plan shares subject to outstanding awards under our earlier plans that may be forfeited, cancelled, reacquired by us or terminated in the future. Our Amended and Restated 2006 Stock Incentive Plan will continue to govern the terms of awards issued under that plan prior to its expiration.

## Amendment and Restatement of the KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan

At the annual meeting of stockholders, our stockholders also approved the amendment and restatement of the KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan, or the ESPP. Among other changes, the amendments increase the number of shares of common stock reserved for issuance under the ESPP by 1,000,000, from 650,000 to 1,650,000 shares.

We incorporate herein by reference the descriptions of the material terms of the 2016 Plan and the ESPP appearing under the headings "Proposal 2: Approval of KVH Industries, Inc. 2016 Equity and Incentive Plan" and "Proposal 3: Approval of KVH Industries, Inc. Amended and Restated 1996 Employee Stock Purchase Plan", respectively, in our definitive proxy statement dated as of April 25, 2016.

## ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the annual meeting of stockholders on June 15, 2016, our stockholders voted on (i) a proposal to consider and vote upon the election of Charles R. Trimble and Martin A. Kits van Heyningen as Class II directors for a three-year term; (ii) a proposal to approve the 2016 Plan; (iii) a proposal to approve the ESPP; and (iv) a proposal to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm. Both director nominees were re-elected, and all proposals were approved. The final results of such voting are set forth below.

## Proposal #1 - To consider and vote upon the election of two Class II directors for a three-year term.

Name of Director Nominee	Number of Votes Cast For	Number of Votes Cast Against	Number of Abstentions	Number of Non-Votes
Charles R. Trimble	11,279,152	1,617,979	11,601	2,330,647
Martin A. Kits van Heyningen	11,107,775	1,790,036	10,921	2,330,647

## Proposal #2 - To approve the 2016 Plan.

Number of Votes Cast For	Number of Votes Cast Against	Number of Abstentions	Number of Non-Votes
9,966,444	2,931,326	10,962	2,330,647

## Proposal #3 - To approve the ESPP.

Number of Votes Cast For	Number of Votes Cast Against	Number of Abstentions	Number of Non-Votes
10,900,010	1,999,220	9,502	2,330,647

## Proposal #4 - To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm.

Number of Votes Cast For	Number of Votes Cast Against	Number of Abstentions	Number of Non-Votes
14,996,899	240,573	1,907	0



**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.

**KVH INDUSTRIES, INC.**

Date: June 17, 2016 BY: /s/ FELISE FEINGOLD

Felise Feingold

Vice President and General Counsel