

IROBOT CORP  
Form 8-K  
May 27, 2011

**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): May 25, 2011**  
**iROBOT CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)  
**Delaware**  
(State or Other Jurisdiction of Incorporation)

**000-51598**

**77-0259335**

(Commission File Number)

(IRS Employer Identification No.)

**8 Crosby Drive, Bedford, Massachusetts**

**01730**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(781) 430-3000**

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

iRobot Corporation (the Company) held its annual meeting of stockholders on May 25, 2011 to consider and vote on the matters listed below. The proposals are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 13, 2011. The final voting results from the meeting are set forth below.

Proposal 1

Votes regarding the election of the persons named below as class III members to the board of directors, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal, were as follows:

| <b>Name</b>                  | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------------|------------|-----------------|-------------------------|
| Gail Deegan                  | 18,107,493 | 66,559          | 4,497,278               |
| Andrea Geisser               | 17,871,827 | 302,225         | 4,497,278               |
| Jacques S. Gansler,<br>Ph.D. | 17,866,613 | 307,439         | 4,497,278               |

Proposal 2

Votes regarding approval of the Company's Senior Executive Compensation Plan, as amended and restated, were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 17,982,038 | 158,565        | 33,449             | 4,497,278               |

Proposal 3

Votes regarding ratification of the appointment of the accounting firm of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year ending December 31, 2011 were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 22,558,378 | 67,584         | 45,368             |

Proposal 4

Votes regarding the non-binding, advisory proposal approving named executive officer compensation were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 17,608,355 | 353,004        | 212,693            | 4,497,278               |

Proposal 5

Votes regarding the non-binding, advisory proposal on the frequency of holding the advisory vote on named executive officer compensation were as follows:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|--------------------|-------------------------|
| 12,262,661    | 175,656        | 5,701,176      | 34,559             | 4,497,278               |

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**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.

iRobot Corporation

May 27, 2011

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: General Counsel and Secretary