# 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): January 12, 2017

# **iROBOT CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

## **Delaware**

(State or other jurisdiction of incorporation or organization)

<u>001-36414</u>

(Commission File Number) (I.R.S. Employer Identification No.)

8 Crosby Drive, Bedford, MA

<u>01730</u>

77-0259 335

(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))

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

On January 12, 2017, based on the recommendation of the Nominating and Corporate Governance Committee of iRobot Corporation (the "Company"), the Board of Directors of the Company (the "Board") elected Elisha Finney to the Board. In connection with Ms. Finney's election, the Board increased the number of directors constituting the Board to ten. Ms. Finney has not been elected to any committees of the Board at this time.

In connection with her election to the Board, Ms. Finney will be awarded restricted stock units under the Company's 2015 Stock Option and Incentive Plan having a fair market value of \$220,000, measured at the end of the tenth week of the Company's first fiscal quarter, in accordance with the Company's director compensation practices. There are no understandings or arrangements between Ms. Finney and any other person pursuant to which Ms. Finney was elected as a director.

On January 12, 2017, (i) Gail Deegan informed the Board that she will not stand for re-election to the Board when her term expires at the Company's upcoming 2017 annual meeting of stockholders, and (ii) Andrea Geisser informed the Board that he will not stand for re-election to the Board when his term expires at the Company's upcoming 2017 annual meeting of stockholders. Neither Ms. Deegan's nor Mr. Geisser's decision resulted from a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Information concerning the membership of the Board's committees is publicly available on the Company's website at http://www.irobot.com. The Company intends to disclose changes in the membership of the Board's committees by posting this information on its website and/or in its public filings with the Securities and Exchange Commission.

### Item 7.01 Regulation FD Disclosure.

On January 17, 2017, the Company issued a press release announcing Ms. Finney's election to the Board. A copy of this press release is furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

#### Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits:
  - 99.1 Press Release issued by the registrant on January 17, 2017, furnished herewith.

# **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

January 17, 2017 By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: Chief Legal Officer and Secretary

# EXHIBIT INDEX

Exhibit Number Description

Press Release issued by the registrant on January 17, 2017, furnished herewith.

EX-99.1

**Investor Contacts:** 

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# iRobot Names Elisha Finney to Board of Directors

**BEDFORD, Mass., January 17, 2017** - iRobot Corp. (NASDAQ: IRBT), a leader in consumer home robotics products, today announced the addition of Elisha Finney, executive vice president and chief financial officer at Varian Medical Systems (NYSE: VAR), to its board of directors. Ms. Finney brings more than 25 years of financial and technology-related expertise to iRobot as the company focuses on a strategy of growth and allocating capital that maximizes shareholder value.

Ms. Finney's management responsibilities at Varian Medical Systems include corporate accounting; corporate communications and investor relations; internal financial and compliance audit; risk management; tax and treasury, and corporate information systems. She joined Varian in 1988 and was named vice president of finance and CFO in April, 1999. In January, 2005, she was promoted to senior vice president and given additional management responsibility for the corporate information systems group. Ms. Finney was named executive vice president of Varian in February, 2012. She recently announced her intention to retire from Varian when a successor is named, which is expected to occur during the fiscal year 2017. Ms. Finney also serves on the board of directors at ICU Medical and previously served as a board member at Altera Corporation, Thoratec and Laserscope.

"Elisha's deep financial background, coupled with her knowledge of information systems and manufacturing, will be tremendous assets as iRobot continues to expand internationally, scale its connected product line and maximize value for its shareholders," said Colin Angle, chairman and CEO of iRobot. "Elisha is a valuable addition to iRobot's team, and we are excited to welcome her to the board."

"I am excited to join iRobot and work with its leadership team and board as the company expands its operations worldwide," said Ms. Finney. "Consumer robotics, while already a proven category, possesses even more opportunity for household needs, and I look forward to becoming a part of the company's success in the years to come."

iRobot also announced that Andrea Geisser and Gail Deegan will be stepping down from the company's board of directors when their terms expire at the next Annual Meeting of Shareholders, currently planned for May 2017.

"Andrea and Gail have made significant contributions to iRobot over the years, and we wish them the best as they move on to new opportunities. As they step down, the recent additions of Elisha and Andrew Miller, along with the financial expertise that they both bring, ensure that the Board is fully represented and in a strong position moving forward," stated Angle.

iRobot previously announced the naming of Andrew Miller, executive vice president and chief financial officer at PTC, to its board of directors in September 2016.

## **About iRobot Corporation**

iRobot designs and builds robots that empower people to do more. The company's home robots help people find smarter ways to clean and accomplish more in their daily lives. iRobot's portfolio of solutions features proprietary technologies for the connected home and advanced concepts in navigation, mobility, manipulation and artificial intelligence. For more information about iRobot, please visit <a href="https://www.irobot.com">www.irobot.com</a>.

## For iRobot Investors

Certain statements made in this press release that are not based on historical information are forward-looking statements which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This press release contains express or implied forward-looking statements relating to iRobot Corporation's expectations concerning management's plans, objectives and strategies. These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. iRobot undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise. For additional disclosure regarding these and other risks faced by iRobot, see the disclosure contained in our public filings with the Securities and Exchange Commission including, without limitation, our most recent Annual Report on Form 10-K.