

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): **April 6, 2020**

**blackbaud**<sup>®</sup>

**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>
<b>Common Stock, \$0.001 Par Value</b>	<b>BLKB</b>	<b>Nasdaq Global Select Market</b>

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 8.01. Other Events.**

As part of a series of measures to better enable Blackbaud, Inc. (the "Company") to weather the extraordinary business challenges occasioned by the global COVID-19 pandemic, to protect the safety and welfare of the Company's employees, and to further effect the Company's long-term strategy to deliver the greatest value to the Company's stockholders, the Company announced on April 6, 2020 the implementation of several action steps, including the following:

- Effectively immediately, the Board of Directors has rescinded its previously announced policy to pay an annual dividend at a rate of \$0.48 per share of common stock, \$0.001 par value per share, and discontinued the declaration and payment of all cash dividends, beginning with the second quarter of 2020 and thereafter until such time, if any, as it may otherwise determine in its sole discretion.
- As part of its 2019 fourth quarter and year-end earnings announcement on February 10, 2020, the Company provided financial guidance for the fiscal year ending December 31, 2020. However, the Company is unable to predict the extent to which the global COVID-19 pandemic will adversely impact its business operations, financial performance and results of operations. As a result of this uncertainty, the Company has determined that it is necessary to withdraw its previously issued full year financial guidance for 2020.
- Michael Gianoni, the Company's President and Chief Executive Officer, has elected to forego receipt of all but that portion of his base salary necessary to fund, on a pre-tax basis, his contributions to continue to participate in the Company's health benefits plan, effective with the payroll period commencing April 1, 2020 and until Mr. Gianoni otherwise determines.

A copy of the Company's press release dated April 6, 2020 describing the foregoing actions, as well as certain additional actions with regard to the Company's workforce and cost reductions, is attached to this Current Report as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed with this current report:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release of Blackbaud, Inc. dated April 6, 2020.</a>
101.INS*	Inline XBRL Instance Document - the Instance Document does not appear in the interactive data file because its XBRL tags, including Cover Page XBRL tags, are embedded within the Inline XBRL Document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

*\* Pursuant to Rule 406T of Regulation S-T, the Inline XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to liability of that Section, and shall not be part of any registration statement or other document filed under the Securities Act of 1933, as amended or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.*

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: April 6, 2020

/s/ Anthony W. Boor

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Anthony W. Boor

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

## PRESS RELEASE

### **Blackbaud Outlines Initial Actions to Strengthen Financial Position Amid COVID-19** *Withdraws Full Year 2020 Financial Guidance*

**Charleston, S.C. (April 6, 2019)** — Blackbaud, Inc. (NASDAQ: BLKB), the world's leading cloud software company powering social good, today outlined actions taken to ensure financial strength and flexibility in response to current global market conditions while remaining critically focused on the success of its customers and the health and economic stability of its employees. Given the uncertainty related to COVID-19, Blackbaud has withdrawn its full year 2020 financial guidance issued on February 10, 2020. Learn more about the [resources and measures that Blackbaud is taking for its customers](#).

"Our top priority is protecting the safety and welfare of our people and continuing to be a strong global partner for social good organizations around the world during this unprecedented time," said Mike Gianoni, Blackbaud's president and CEO. "We acted quickly to transition our 3,600 employees to work remotely in a matter of days, and I'm proud of how our teams have risen to the challenge to maintain continuity in our business operations, while continuing to support our customers. Blackbaud serves many different organization types, and the impact of COVID-19 is manifesting in different ways across our customer base. We're seeing many cases in which our customers are using Blackbaud technology to quickly mobilize and adopt to a more digital and virtual environment. For example, private K–12 schools across the U.S. are benefitting from Blackbaud's cloud solutions by being able to move classes and the in-school experience online. Meanwhile, we're working diligently to provide resources, guidance and technology to other nonprofits like arts and cultural organizations that are facing an entirely different set of challenges as they look to pivot their engagement strategies during temporary closures. While we cannot predict how long this current situation will last, Blackbaud remains deeply committed to supporting our customers and employees while ensuring the long-term success of the company."

Blackbaud has taken several immediate steps to provide additional near-term liquidity and financial flexibility while implementing employee relief measures in light of the COVID-19 pandemic. These actions include:

- Blackbaud's Board of Directors has eliminated the payment of quarterly cash dividends on Blackbaud's common stock, effective immediately
- Restriction of non-essential employee travel and other operating cost reductions
- Temporary freeze on company hiring efforts
- Blackbaud's 401(k) match program will be temporarily suspended for US-based employees
- Mike Gianoni, Blackbaud's president and CEO, will forgo his paycheck for the foreseeable future
- Employee cash merit increases and 2020 cash bonus plans will be replaced with one-time equity awards
- All worldwide employees that have a base salary equal to or less than \$75,000 USD will receive additional financial support in the form of a one-time bonus of \$1,000 USD (adjusted for local currency)

"We had a strong start to the year, however there is now a great deal of uncertainty in terms of how this COVID-19 disruption will impact our market, the economy and our company. We have acted quickly to preserve our strong balance sheet and capital structure with a focus on protecting our people, continuing to support our customers, and providing long-term value to our shareholders," said Tony Boor, executive vice president and CFO. "Given our inability to accurately predict the duration and magnitude of potential impacts associated with COVID-19, we believe it is appropriate to withdraw full year financial guidance for 2020."



## PRESS RELEASE

### About Blackbaud

Blackbaud (NASDAQ: [BLKB](#)) is the world's leading cloud software company powering social good. Serving the entire social good community—nonprofits, foundations, companies, education institutions, healthcare organizations and individual change agents—Blackbaud connects and empowers organizations to increase their impact through cloud software, services, expertise and data intelligence. The Blackbaud portfolio is tailored to the unique needs of vertical markets, with solutions for fundraising and CRM, marketing, advocacy, peer-to-peer fundraising, corporate social responsibility, school management, ticketing, grantmaking, financial management, payment processing and analytics. Serving the industry for more than three decades, Blackbaud is headquartered in Charleston, South Carolina and has operations in the United States, Australia, Canada, Costa Rica and the United Kingdom. For more information, visit [www.blackbaud.com](http://www.blackbaud.com), or follow us on [Twitter](#), [LinkedIn](#), [Instagram](#), and [Facebook](#).

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### Forward-Looking Statements

Except for historical information, all of the statements, expectations, and assumptions contained in this news release are forward-looking statements which are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding: the predictability of our business and financial results. These statements involve a number of risks and uncertainties. Although Blackbaud attempts to be accurate in making these forward-looking statements, it is possible that future circumstances might differ from the assumptions on which such statements are based. In addition, other important factors that could cause results to differ materially include the following: management of integration of acquired companies; uncertainty regarding increased business and renewals from existing customers; a shifting revenue mix that may impact gross margin; continued success in sales growth; uncertainty regarding the COVID-19 disruption; and the other risk factors set forth from time to time in the SEC filings for Blackbaud, copies of which are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or upon request from Blackbaud's investor relations department. Blackbaud assumes no obligation and does not intend to update these forward-looking statements, except as required by law.

### Trademarks

All Blackbaud product names appearing herein are trademarks or registered trademarks of Blackbaud, Inc.

