

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)
)
Five9, Inc.)
Transferor and Licensee,) WC Dkt. 21-316
)
and) File No. ITC-T/C 20210731-00112
)
Zoom Video Communications, Inc.,)
Transferee,)
)
for Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended, and)
Sections 63.04 and 63.24 of the Commission’s)
Rules to Transfer Control of a Domestic and)
International Section 214 Carrier)

**WITHDRAWAL OF JOINT APPLICATION FOR CONSENT TO TRANSFER
DOMESTIC AND INTERNATIONAL AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Zoom Video Communications, Inc. (“Zoom”) and Five9, Inc. (“Five9”), by their attorneys, hereby withdraw the above-referenced application for authorization for the transfer of control of Five9 to Zoom (the “Joint Application”).

As described in the attached Form 8-K filed with the Securities and Exchange Commission earlier today, following a vote by the shareholders of Five9 on the proposed transaction, the Applicants mutually agreed to terminate the merger agreement for the transaction. As a result, the transaction will not proceed and there no longer is any basis for the Commission to consider the Joint Application. Consequently, pursuant to Section 1.748 of the Commission’s rules, the Applicants notify the Commission of the withdrawal of the Application and request that the Commission dismiss it without prejudice to any future filing.

Please inform the Applicants if any questions should arise in connection with this submission.

Respectfully submitted,

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Counsel for Zoom Video Communications, Inc.

October 1, 2021

**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): September 30, 2021

Zoom Video Communications, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38865
(Commission
File Number)

61-1648780
(IRS Employer
Identification No.)

55 Almaden Boulevard, 6th Floor
San Jose, California 95113
(Address of principal executive offices and Zip Code)

(888) 799-9666
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.001 par value per share	ZM	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company 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 1.02. Termination of a Material Definitive Agreement.

On September 30, 2021, Zoom Video Communications, Inc., a Delaware corporation (“Zoom”) and Five9, Inc., a Delaware corporation (“Five9”) mutually terminated that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of July 16, 2021, by and among Zoom, Five9 and Summer Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Zoom (“Merger Sub”). The material terms of the Merger Agreement were previously disclosed on a Form 8-K filed by Zoom with the U.S. Securities and Exchange Commission (“SEC”) on July 19, 2021. The Merger Agreement was terminated following the September 30, 2021 special meeting of stockholders of Five9 at which the proposal to adopt the Merger Agreement was not approved by holders of a majority of Five9’s issued and outstanding shares of common stock, par value \$0.001 per share, entitled to vote thereon.

Item 7.01. Regulation FD Disclosure.

On September 30, 2021, Zoom issued a press release announcing the termination of the Merger Agreement. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto are furnished to, but not “filed” with, the SEC and shall not be deemed to be incorporated by reference into any of Zoom’s filings with the SEC under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated September 30, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Zoom Video Communications, Inc.

Dated: October 1, 2021

By: /s/ Kelly S. Steckelberg
Kelly S. Steckelberg
Chief Financial Officer

Zoom Announces Termination of Merger Agreement with Five9

Globe Newswire

September 30, 2021

SAN JOSE, Calif., Sept. 30, 2021 (GLOBE NEWSWIRE) — Zoom Video Communications, Inc. (NASDAQ: ZM) today announced that Zoom and Five9 have mutually terminated the merger agreement executed by the parties on July 16, 2021.

At Five9's special meeting of stockholders held on September 30, 2021, Five9 did not obtain the requisite stockholder support for the merger agreement. As a result, Zoom and Five9 each had the ability to terminate the merger agreement.

"While we were excited about the benefits this transaction would bring to both Zoom and Five9 stakeholders, including the long-term potential for both sets of shareholders, financial discipline is foundational to our strategy," said Eric S. Yuan, Chief Executive Officer and Founder of Zoom. "The contact center market remains a strategic priority for Zoom, and we are confident in our ability to capture its growth potential. At Zoomtopia, we announced the Zoom Video Engagement Center, our cloud-based contact center solution, which will launch in early 2022. Video Engagement Center will be a flexible, easy-to-use solution that connects businesses and their customers. We are building this new solution with the same scalability and trusted architecture that has made Zoom the platform of choice for businesses around the world. We also plan to maintain our valued existing contact center partnerships with companies like Five9, Genesys, NICE inContact, Talkdesk, and Twilio. We remain focused on driving long-term value creation for Zoom shareholders and delivering happiness to our customers through our broad-based communications platform including unified communications, developer, and events solutions."

About Zoom

Zoom is for you. We help you express ideas, connect to others, and build toward a future limited only by your imagination. Our frictionless communications platform is the only one that started with video as its foundation, and we have set the standard for innovation ever since. That is why we are an intuitive, scalable, and secure choice for individuals, small businesses, and large enterprises alike. Founded in 2011, Zoom is publicly traded (NASDAQ: ZM) and headquartered in San Jose, California. Visit zoom.com and follow @zoom.

Forward-Looking Statements

This press release contains express and implied "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding Zoom's strategic priorities, market opportunity, product launches, the expected benefits of new products, growth strategy, partnerships and expected benefits from the same, and business aspirations to support organizations and people on multiple fronts as they look to reimagine work, communications and collaboration. In some cases, you can identify forward-looking statements by terms such as "anticipate," "believe," "estimate," "expect," "intend," "may," "might," "plan," "project," "will," "would," "should," "could," "can," "predict," "potential," "target," "explore," "continue," or the negative of these terms, and similar expressions intended to identify forward-looking statements. By their nature, these statements are subject to numerous uncertainties and risks, including factors beyond our control, that could cause actual results, performance or achievement to differ materially and adversely from those anticipated or implied in the statements, including: declines in new customers and hosts, renewals or upgrades, difficulties in evaluating our prospects and future results of operations given our limited operating history, competition from other providers of communications platforms, continued uncertainty regarding the extent and duration of the impact of COVID-19 and the responses of government and private industry thereto, including the potential effect on our user growth rate once the impact of the COVID-19 pandemic tapers, particularly as a vaccine becomes widely available, and users return to work or school or are otherwise no longer subject to shelter-in-place mandates, as well as the impact of COVID-19 on the overall economic environment, any or all of which will have an impact on demand for remote work solutions for businesses as well as overall distributed, face-to-face interactions and collaboration using Zoom, delays or outages in services from our co-located data centers, and failures in internet infrastructure or interference with broadband access which could cause current or potential users to believe that our systems are unreliable. Additional risks and uncertainties that could cause actual outcomes and results to differ materially from those contemplated by the forward-looking statements are included under the caption "Risk Factors" and elsewhere in our most recent filings with the Securities

and Exchange Commission (the “SEC”), including our quarterly report on Form 10-Q for the fiscal quarter ended July 31, 2021. Forward-looking statements speak only as of the date the statements are made and are based on information available to Zoom at the time those statements are made and/or management’s good faith belief as of that time with respect to future events. Zoom assumes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made, except as required by law.

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