

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

October 28, 2022

Date of Report (Date of earliest event reported)

---

**SOLARWINDS CORPORATION**

(Exact name of registrant as specified in its charter)

---

Delaware	001-38711	81-0753267
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7171 Southwest Parkway  
Building 400  
Austin, Texas 78735

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (512) 682-9300

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	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value	SWI	New York Stock Exchange

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 2.02 Results of Operations and Financial Condition.**

On November 3, 2022, SolarWinds Corporation (“*SolarWinds*” or the “*Company*”) issued a press release regarding, and will hold a conference call announcing, its financial results for the fiscal quarter ended September 30, 2022. A copy of SolarWinds' press release is attached hereto as Exhibit 99.1.

The information contained in this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), or otherwise subject to the liability of that section. The information in this report shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended (the “*Securities Act*”), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SolarWinds refers to non-GAAP financial information in both the press release and the conference call. A reconciliation of these non-GAAP financial measures to the comparable GAAP financial measures is contained in the attached press release.

**Item 8.01 Other Events.**

*Litigation and Investigation Update*

*Securities Class Action*

On October 28, 2022, SolarWinds entered into a binding settlement term sheet with respect to the previously disclosed consolidated putative class action lawsuit. The settlement is subject to certain conditions, including the filing of a Stipulation of Settlement, notice to potential class members and final court approval. The settlement, if approved, would require the Company to pay \$26 million to fund claims submitted by class members, the legal fees of plaintiffs' counsel and the costs of administering the settlement. The proposed settlement resolves all claims asserted against the Company and the other named defendants in connection with the class action litigation and would contain provisions that the settlement does not constitute an admission, concession, or finding of any fault, liability, or wrongdoing of any kind by the Company or any defendant. There can be no assurance that the final settlement agreement will be executed or that such agreement will be approved by the court.

The settlement sum was authorized and approved by the Company's insurers, and if the settlement agreement is approved by the court, the Company expects that the settlement payment will be funded entirely by applicable directors' and officers' liability insurance.

*SEC Investigation*

Also on October 28, 2022, the enforcement staff of the U.S. Securities and Exchange Commission (the “*SEC*”) provided the Company with a “Wells Notice” relating to its investigation into the previously disclosed cyberattack on the Company's Orion Software Platform and internal systems. The Wells Notice states that the SEC staff has made a preliminary determination to recommend that the SEC file an enforcement action against the Company alleging violations of certain provisions of the U.S. federal securities laws with respect to its cybersecurity disclosures and public statements, as well as its internal controls and disclosure controls and procedures. A Wells Notice is neither a

