

CHOICE HOTELS INTERNATIONAL INC /DE
Form 8-K
April 24, 2018

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 20, 2018

CHOICE HOTELS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-13393 52-1209792
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification Number)

1 Choice Hotels Circle, Suite 400, Rockville, Maryland 20850
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (301) 592-5000

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))

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. o

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

At the 2018 Annual Meeting held on April 20, 2018, four proposals were submitted to the Company's stockholders. The final voting results of these proposals were as follows:

Proposal 1

The Company's stockholders elected the following nine directors to serve for a one-year term ending at the 2019 Annual Meeting, or until their respective successors are elected and qualified. The voting results are set forth below:

| | Votes For | Votes Against | Votes Abstained | Broker Non-Vote |
|------------------------|------------|------------------|--------------------|--------------------|
| Barbara T. Alexander | 50,805,747 | 9,937 | 17,827 | 3,160,308 |
| Steward W. Bainum, Jr. | 50,305,800 | 509,784 | 17,927 | 3,160,308 |
| William L. Jews | 50,711,645 | 104,017 | 17,849 | 3,160,308 |
| Monte J. M. Koch | 50,803,921 | 11,168 | 18,422 | 3,160,308 |
| Liza K. Landsman | 50,805,782 | 9,421 | 18,308 | 3,160,308 |
| Patrick S. Pacious | 50,744,752 | 70,509 | 18,250 | 3,160,308 |
| Scott A. Renschler | 50,363,641 | 451,667 | 18,203 | 3,160,308 |
| Ervin R. Shames | 50,712,049 | 103,181 | 18,281 | 3,160,308 |
| John P. Tague | 50,806,852 | 8,736 | 17,923 | 3,160,308 |

Proposal 2

The Company's stockholders approved an advisory vote on executive compensation. The voting results are set forth below:

| Votes For | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|------------------|--------------------|--------------------|
| 50,534,798 | 237,785 | 60,928 | 3,160,308 |

Proposal 3

The Company's stockholders approved the material terms for payment of executive incentive compensation under the Company's Executive Incentive Compensation Plan. The voting results are set forth below:

| Votes For | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|------------------|--------------------|--------------------|
| 50,540,534 | 226,606 | 66,371 | 3,160,308 |

Proposal 4

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The voting results are set forth below:

| Votes For | Votes Against | Votes Abstained | Broker Non-Vote |
|------------|------------------|--------------------|--------------------|
| 53,880,564 | 75,898 | 37,357 | 0 |

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.

Date: April 24, 2018 /s/ Simone Wu
Simone Wu
Senior Vice President, General Counsel, Corporate Secretary & External Affairs