

CHARTER COMMUNICATIONS, INC. /MO/  
Form 8-K  
May 02, 2016

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 26, 2016

Charter Communications, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

001-33664                      43-1857213  
(Commission File Number) (I.R.S. Employer Identification Number)

400 Atlantic Street  
Stamford, Connecticut 06901  
(Address of principal executive offices including zip code)

(203) 905-7801  
(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:

- Written communications pursuant 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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On April 26, 2016, the Company held its Annual Meeting of Stockholders. Of the total 112,433,984 shares of Class A common stock of the Company issued, outstanding and eligible to vote at the meeting, 102,806,571 shares, representing the same number of votes, were represented in person or by proxy at the meeting. The votes cast for all matters are set forth below:

## 1. Election of Class A Directors.

| Nominees             | For        | Against    | Abstain | Broker Non-Votes |
|----------------------|------------|------------|---------|------------------|
| W. Lance Conn        | 97,978,504 | 1,765,156  | 12,910  | 3,050,001        |
| Michael P. Huseby    | 99,419,360 | 324,355    | 12,855  | 3,050,001        |
| Craig A. Jacobson    | 99,428,364 | 324,511    | 3,695   | 3,050,001        |
| Gregory B. Maffei    | 82,866,071 | 16,842,092 | 48,407  | 3,050,001        |
| John C. Malone       | 80,428,753 | 19,279,534 | 48,283  | 3,050,001        |
| John D. Markley, Jr. | 99,375,640 | 368,245    | 12,685  | 3,050,001        |
| David C. Merritt     | 99,419,451 | 324,434    | 12,685  | 3,050,001        |
| Balan Nair           | 99,350,448 | 393,202    | 12,920  | 3,050,001        |
| Thomas M. Rutledge   | 99,395,193 | 357,944    | 3,433   | 3,050,001        |
| Eric L. Zinterhofer  | 98,024,070 | 1,728,402  | 4,098   | 3,050,001        |

## 2. Approval of the Company's 2016 Executive Incentive Performance Plan.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 98,484,821 | 1,260,791 | 10,958  | 3,050,001        |

## 3. Approval of an Amendment Increasing the Number of Shares in the Company's 2009 Stock Incentive Plan and Increasing Annual Grant Limits.

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 72,955,729 | 26,791,635 | 9,206   | 3,050,001        |

## 4. Vote to ratify the appointment of KPMG LLP as Company's independent public accounting firm.

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 102,550,445 | 253,662 | 2,464   | 0                |

No other matters were considered and voted on by the stockholders at the annual meeting.

As a result of the votes cast as reported above, the shareholders elected each nominee as a director of the Company, approved the Company's 2016 Executive Incentive Performance Plan, approved the amendment increasing the number of shares in the Company's 2009 Stock Incentive Plan and increasing the annual grant limits and ratified the appointment of KPMG LLP as independent public accounting firm for the Company for the year ending December 31, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Charter Communications, Inc. has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARTER COMMUNICATIONS, INC.,  
Registrant

By: /s/ Kevin D. Howard

Kevin D. Howard

Date: May 2, 2016

Senior Vice President - Finance, Controller and  
Chief Accounting Officer