



Edgar Filing: Summit Hotel Properties, Inc. - Form 8-K

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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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 15, 2015, the stockholders of Summit Hotel Properties, Inc. (the “Company”) approved the Amended and Restated Summit Hotel Properties, Inc. 2011 Equity Incentive Plan (the “Amended 2011 Plan”) at the Annual Meeting of Stockholders. The Amended 2011 Plan became effective upon stockholder approval. The material terms of the Amended 2011 Plan, as disclosed under the heading “Proposal No. 4 – Amended and Restated 2011 Equity Incentive Plan” in the Company’s Definitive Proxy Statement filed on April 28, 2015 (the “2015 Proxy Statement”), and the form of the Amended 2011 Plan, a copy of which is filed as Appendix B to the 2015 Proxy Statement, are incorporated by reference herein.

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

On June 15, 2015, the Company held its Annual Meeting of Stockholders (the “Annual Meeting”). There were 79,246,315 shares of common stock of the Company represented in person or by proxy at the meeting, constituting 91.62% of the outstanding shares of common stock on April 14, 2015, the record date for the Annual Meeting.

The matters voted upon at the Annual Meeting and the final results of such voting are set forth below:

**Proposal 1: To elect six directors to the Company’s Board of Directors.**

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Kerry W. Boekelheide	70,664,068	2,164,849	0
Daniel P. Hansen	72,469,281	359,636	0
Bjorn R. L. Hanson	59,718,539	13,110,378	0
Jeffrey W. Jones	72,440,570	388,347	0
Kenneth J. Kay	72,440,433	388,484	0
Thomas W. Storey	59,744,060	13,084,857	0

All director nominees were duly elected at the Annual Meeting. Each of the individuals named in the above table will serve as director until the 2016 annual meeting of stockholders and until his successor is duly elected and qualified.

**Proposal 2: To ratify the appointment of Ernst & Young LLP.**

**For            Against Abstain Broker Non-Votes**

78,588,748 603,963 53,604 N/A

At the Annual Meeting, stockholders ratified the appointment of Ernst & Young LLP as the Company's registered public accounting firm for the fiscal year ending December 31, 2015.

**Proposal 3: To approve, on an advisory basis, the compensation of the Company's named executive officers.**

**For            Against   Abstain Broker Non-Votes**

69,139,585 3,456,564 232,768 6,417,398

At the Annual Meeting, stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

**Proposal 4: To approve the Amended and Restated Summit Hotel Properties, Inc. 2011 Equity Incentive Plan.**

**For            Against   Abstain Broker Non-Votes**

70,380,362 2,245,116 203,439 6,417,398

At the Annual Meeting, stockholders approved the Amended and Restated Summit Hotel Properties, Inc. 2011 Equity Incentive Plan.

**SIGNATURE**

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 thereunto duly authorized.

**SUMMIT HOTEL PROPERTIES, INC.**

By: /s/ Christopher R. Eng

Name: Christopher R. Eng

Title: Senior Vice President, General Counsel,

Dated: June 19, 2015 Chief Risk Officer and Secretary