

CHOICE HOTELS INTERNATIONAL INC /DE

Form 8-K

May 03, 2010

**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 29, 2010**

**CHOICE HOTELS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-13393**  
(Commission File Number)

**10750 Columbia Pike, Silver Spring, Maryland 20901**

(Address of Principal Executive Offices) (Zip Code)

**52-1209792**  
(I.R.S. Employer

Identification No.)

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(301) 592-5000

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

Choice Hotels International, Inc. (the Corporation) held its Annual Meeting of Stockholders on April 29, 2010 (the Annual Meeting). At the Annual Meeting, four proposals were submitted to, and approved by, the Corporation's stockholders. The proposals are described in more detail in the Corporation's definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2010. The final voting results were as follows:

Proposal 1

The Corporation's stockholders elected the following Class I directors to serve for a term ending at the 2013 Annual Meeting of Stockholders, or until their respective successors are elected and qualified. The voting results are set forth below.

|                    | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Vote</b> |
|--------------------|------------------|-----------------------|------------------------|
| John T. Schwieters | 53,383,387       | 152,756               | 2,518,918              |
| David C. Sullivan  | 45,361,100       | 8,175,043             | 2,518,918              |
| William L. Jews    | 45,328,607       | 8,207,536             | 2,518,918              |

Proposal 2

The Corporation's stockholders approved amendments to the Choice Hotels International, Inc. 2006 Long-Term Incentive Plan. The voting results are set forth below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Vote</b> |
|--|------------------|----------------------|------------------------|------------------------|
|  | 52,302,612       | 1,159,833            | 73,698                 | 2,518,918              |

Proposal 3

The Corporation's stockholders approved the material terms for payment of chief executive officer incentive compensation. The voting results are set forth below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Vote</b> |
|--|------------------|----------------------|------------------------|------------------------|
|  | 55,214,452       | 729,100              | 111,509                | 0                      |

Proposal 4

The Corporation's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2010. The voting results are set forth below.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Vote</b> |
|--|------------------|----------------------|------------------------|------------------------|
|  | 55,808,476       | 207,997              | 38,588                 | 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: May 3, 2010

**Choice Hotels International, Inc.**

By: /s/ David L. White

Name: David L. White

Title: Senior Vice President, Chief Financial Officer and Treasurer