

CHOICE HOTELS INTERNATIONAL INC /DE

Form 8-K

April 25, 2016

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 22, 2016

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

Delaware
(State or other jurisdiction

of incorporation)

1 Choice Circle, Suite 400,

001-13393
(Commission

File Number)

52-1209792
(IRS Employer

Identification Number)

20850

Rockville, Maryland
(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))

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

At the 2016 Annual Meeting held on April 22, 2016, three 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 ten directors to serve for a one-year term ending at the 2017 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 | 51,980,576 | 14,821 | 17,786 | 2,336,972 |
| Stewart Bainum, Jr. | 51,905,860 | 83,181 | 24,142 | 2,336,972 |
| William L. Jews | 50,608,483 | 1,387,761 | 16,939 | 2,336,972 |
| Stephen P. Joyce | 51,962,062 | 25,815 | 25,306 | 2,336,972 |
| Monte J. M. Koch | 51,696,253 | 300,205 | 16,725 | 2,336,972 |
| Liza K. Landsman | 51,983,092 | 16,533 | 13,588 | 2,336,972 |
| Scott A. Renschler | 51,974,407 | 25,084 | 13,692 | 2,336,972 |
| Ervin R. Shames | 51,673,133 | 322,864 | 17,186 | 2,336,972 |
| Gordon A. Smith | 51,965,381 | 31,420 | 16,382 | 2,336,972 |
| John P. Tague | 51,974,331 | 21,182 | 17,670 | 2,336,972 |

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 |
|--|------------|---------------|-----------------|-----------------|
| | 51,718,441 | 251,326 | 43,416 | 2,336,972 |

Proposal 3

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, 2016. The voting results are set forth below.

| | Votes For | Votes Against | Votes Abstained | Broker Non-Vote |
|--|------------|---------------|-----------------|-----------------|
| | 54,321,952 | 16,103 | 12,100 | 0 |

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 hereunto duly authorized.

Date: April 25, 2016

/s/ Simone Wu
Simone Wu
Senior Vice President, General Counsel & Corporate
Secretary