

CHOICE HOTELS INTERNATIONAL INC /DE  
Form 8-K  
April 24, 2017

UNITED STATES  
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 21, 2017

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

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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

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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

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

At the 2017 Annual Meeting held on April 21, 2017, five 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 2018 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	49,939,225	65,294	10,205	3,087,686
Steward W. Bainum, Jr.	49,554,170	439,718	20,836	3,087,686
William L. Jews	49,539,162	464,382	11,140	3,087,686
Stephen P. Joyce	49,972,531	20,815	21,378	3,087,686
Monte J. M. Koch	49,795,916	208,666	10,142	3,087,686
Liza K. Landsman	49,993,561	10,753	10,370	3,087,686
Scott A. Renschler.	49,612,676	389,158	12,890	3,087,686
Ervin R. Shames	49,545,769	457,785	11,170	3,087,686
John P. Tague	49,793,215	211,059	10,410	3,087,686

Proposal 2

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

1 Year	2 Years	3 Years	Abstain	Broker Non-Vote
47,158,582	43,280	2,756,361	56,471	3,087,686

In accordance with voting results for Proposal 2, and consistent with the recommendation of the Board of Directors, the Company has determined that future advisory votes on executive compensation will be held every year.

Accordingly, the next advisory vote on executive compensation will be held at the Annual Meeting of Stockholders in 2018.

Proposal 3

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
49,642,951	306,794	64,949	3,087,686

Proposal 4

The Company's stockholders approved the Choice Hotels International, Inc. 2017 Long-Term Incentive Plan. The voting results are set forth below:

Votes For	Votes Against	Votes Abstained	Broker Non-Vote
48,691,383	1,288,199	35,112	3,087,686

Proposal 5

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, 2017. The voting results are set forth below:

Votes For	Votes Against	Votes Abstained	Broker Non-Vote
53,075,184	13,839	13,357	0

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1 Choice Hotels International, Inc. 2017 Long-Term Incentive Plan

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**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, 2017     /s/ Simone Wu  
Simone Wu  
Senior Vice President, General Counsel, Corporate Secretary & External Affairs