

Ascent Capital Group, Inc.  
Form 8-K  
May 27, 2014

**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): **May 22, 2014**

**ASCENT CAPITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-34176**  
(Commission  
File Number)

**26-2735737**  
(I.R.S. Employer  
Identification No.)

**5251 DTC Parkway, Suite 1000**  
**Greenwood Village, Colorado 80111**  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(303) 628-5600**

## Edgar Filing: Ascent Capital Group, Inc. - Form 8-K

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

At the Ascent Capital Group, Inc. (the Company) annual meeting of stockholders held on May 22, 2014, the following three proposals were considered and acted upon by the stockholders of the Company: (1) a proposal to re-elect William R. Fitzgerald and Michael J. Pohl as members of the board of directors, (2) a proposal to ratify the selection of KPMG LLP as the Company's independent auditors for the fiscal year ending December 31, 2014 and (3) a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers as described in the related definitive proxy statement. The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each proposal, are set forth below.

**Proposal No. 1 - The Election of Directors**

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
William R. Fitzgerald	14,550,918	235,340	1,196,678
Michael J. Pohl	13,656,186	1,130,072	1,196,678

Accordingly, both Mr. Fitzgerald and Mr. Pohl were re-elected to the Company's board of directors.

**Proposal No. 2 - The Auditor Ratification Proposal**

	15,944,074	16,615	22,247
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Accordingly, the auditor ratification proposal was approved.

**Proposal No. 3 - The Say-On-Pay Proposal**

Votes For	Votes Against	Abstentions	Broker Non-Votes
13,239,570	421,918	1,124,770	1,196,678

Accordingly, the say-on-pay proposal was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 27, 2014

ASCENT CAPITAL GROUP, INC.

By:	/s/ William E. Niles	
	Name:	William E. Niles
	Title:	Executive Vice President, General Counsel and Secretary