

Planet Fitness, Inc.
Form 8-K
May 07, 2018

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
May 2, 2018
Date of Report (Date of earliest event reported)

Planet Fitness, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)
4 Liberty Lane West
Hampton, NH 03842
(Address of principal executive offices)
(Zip Code)

001-37534
(Commission File Number)

38-3942097
(I.R.S. Employer Identification No.)

Registrant's telephone number, including area code: (603) 750-0001

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))

Indicate by check mark whether the registrant is an emerging growth company 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.

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

The 2018 Annual Meeting of Stockholders of Planet Fitness, Inc. (the “Company”) was held on May 2, 2018 (the "Annual Meeting"). A total of 86,911,675 shares were present or represented by proxy at the meeting, representing approximately 88% of all shares entitled to vote at the Annual Meeting. The stockholders voted on the matters presented at the Annual Meeting, and the shares present, in person or by proxy, were voted as follows:

1. Election of Directors

Proposal one was the election of two nominees to serve as directors of the Company, each for a term of three years. The results of the vote were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Christopher Rondeau	67,151,817	16,762,281	2,997,577
Frances Rathke	64,201,629	19,712,469	2,997,577

Pursuant to the foregoing votes, the two nominees listed above were elected to serve on the Company's Board of Directors. There were no additional director nominations brought before the meeting.

2. Ratification of the Company's Independent Registered Public Accounting Firm

Proposal two was the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Vote
83,970,813	2,862,971	77,891	0

Pursuant to the foregoing vote, the ratification of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 was approved.

3. Approval of 2018 Planet Fitness, Inc. Employee Stock Purchase Program

Proposal three was the approval of the 2018 Planet Fitness, Inc. Employee Stock Purchase Program. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Vote
83,418,293	484,086	11,719	2,997,577

Pursuant to the foregoing vote, the 2018 Planet Fitness, Inc. Employee Stock Purchase Program was approved.

4. Advisory Vote on Named Executive Officer Compensation

Proposal four was the approval, on an advisory basis, of the Company's named executive officer compensation. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Vote
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82,175,300 1,675,433 63,365 2,997,577

Pursuant to the foregoing vote, the stockholders adopted a non-binding resolution indicating their approval of the Company's named executive officer compensation.

5. Frequency of Advisory Vote on Named Executive Officer Compensation

Proposal five was the approval of the frequency of the vote to approve, on an advisory basis, the Company's named executive officer compensation. The results of the vote were as follows:

1 Year	2 Years	3 Years	Abstain	Broker Non-Vote
79,747	673	2,382	671	1,727,552
56,202	2,997	577		

As a result of the foregoing vote, the Board of Directors of the Company has determined that the Company will conduct an advisory stockholder vote on the Company's named executive officer compensation every one year.

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.

PLANET FITNESS, INC.

By: /s/ Dorvin Lively

Name: Dorvin Lively

Title: President and Chief Financial Officer

Dated: May 7, 2018