

CHOICE HOTELS INTERNATIONAL INC /DE  
Form 8-K  
May 09, 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 8, 2014**

**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)**

**52-1209792**  
**(IRS Employer**  
  
**Identification Number)**

**1 Choice Circle, Suite 400,**

**Rockville, Maryland**  
**(Address of principal executive offices)**

**20850**  
**(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 2014 Annual Meeting held on May 8, 2014, 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 directors to serve for a one-year term ending at the 2015 Annual Meeting, or until their respective successors are elected and qualified. The voting results are set forth below.

	Votes For	Votes Withheld	Broker Non-Vote
Stewart Bainum, Jr.	53,447,760	369,892	2,195,125
Ervin R. Shames	53,446,540	371,112	2,195,125
Gordon A. Smith	53,546,496	271,156	2,195,125
Monte J.M. Koch	53,768,961	48,691	2,195,125

**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
51,614,525	2,101,884	101,243	2,195,125

**Proposal 3**

The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. The voting results are set forth below.

Votes For	Votes Against	Votes Abstained	Broker Non-Vote
55,864,262	102,514	46,001	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: May 9, 2014

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