

VAIL RESORTS INC
Form 8-K
December 11, 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

Date of report (Date of earliest event reported) December 6, 2018

Vail Resorts, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 001-09614 51-0291762
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

390 Interlocken Crescent 80021
Broomfield, Colorado
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (303) 404-1800

Not Applicable
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting materials 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.

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

Vail Resorts, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) on Thursday, December 6, 2018. At the Annual Meeting, stockholders of the Company: (1) elected the nine director nominees named in the proxy statement and listed below; (2) ratified the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending July 31, 2019; and (3) on an advisory basis, voted to approve the compensation of the Company’s named executive officers. The final voting results by the Company’s stockholders on these matters at the Annual Meeting are as follows:

1. Election of Directors.

| NOMINEE | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|---------------------|------------|---------------|-------------|---------------------|
| Susan L. Decker | 35,115,099 | 284,287 | 15,933 | 2,326,294 |
| Roland A. Hernandez | 34,031,553 | 1,367,430 | 16,336 | 2,326,294 |
| Robert A. Katz | 34,649,892 | 739,920 | 25,507 | 2,326,294 |
| John T. Redmond | 35,391,041 | 8,025 | 16,253 | 2,326,294 |
| Michele Romanow | 35,390,545 | 8,830 | 15,944 | 2,326,294 |
| Hilary A. Schneider | 35,388,815 | 10,573 | 15,931 | 2,326,294 |
| D. Bruce Sewell | 35,374,530 | 23,693 | 17,096 | 2,326,294 |
| John F. Sorte | 34,688,228 | 709,859 | 17,232 | 2,326,294 |
| Peter A. Vaughn | 35,341,531 | 56,518 | 17,270 | 2,326,294 |

2. Ratification of Selection of Auditors.

| VOTES FOR | VOTES AGAINST | ABSTENTIONS |
|------------|---------------|-------------|
| 37,366,807 | 351,858 | 22,948 |

3. Advisory Vote on Executive Compensation.

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|---------------|-------------|---------------------|
| 34,649,606 | 740,875 | 24,838 | 2,326,294 |

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.

Vail Resorts, Inc.

Date: December 11, 2018 By: /s/ David T. Shapiro
David T. Shapiro
Executive Vice President, General Counsel & Secretary