

CHOICE HOTELS INTERNATIONAL INC /DE  
Form 8-K  
April 23, 2019

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 19, 2019

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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 2019 Annual Meeting held on April 19, 2019, 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 ten directors to serve for a one-year term ending at the 2020 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	49,879,187	6,498	137,894	3,579,170
Brian B. Bainum	49,708,343	168,244	146,988	3,579,170
Steward W. Bainum, Jr.	49,713,199	162,164	148,212	3,579,170
William L. Jews	49,720,978	161,352	141,249	3,579,170
Monte J. M. Koch	49,866,977	16,096	140,502	3,579,170
Liza K. Landsman	49,880,019	8,043	135,513	3,579,170
Patrick S. Pacious	49,775,345	110,608	137,626	3,579,170
Ervin R. Shames	49,723,537	159,791	140,247	3,579,170
Maureen D. Sullivan	49,875,944	12,123	135,508	3,579,170
John P. Tague	49,874,057	11,628	137,894	3,579,170

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
49,317,018	517,888	188,673	3,579,170

Proposal 3

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, 2019. The voting results are set forth below:

Votes For	Votes Against	Votes Abstained	Broker Non-Vote
53,459,726	6,488	136,535	—

**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 23, 2019     /s/ Simone Wu  
Simone Wu  
Senior Vice President, General Counsel, Corporate Secretary & External Affairs