

CareTrust REIT, Inc.
Form 8-K
May 26, 2016

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 25, 2016

CareTrust REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

905 Calle Amanecer, Suite 300,

001-36181
(Commission

File Number)

46-3999490
(I.R.S. Employer

Identification No.)

95673

San Clemente, CA
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (949) 542-3130

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 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

(a) The annual meeting of stockholders (the Annual Meeting) of CareTrust REIT, Inc. (the Company) was held on May 25, 2016.

(b) At the Annual Meeting, the Company s stockholders (i) elected the two nominees identified in the table below to the Board of Directors of the Company to serve as Class II directors until the Company s 2019 annual meeting of stockholders and until their respective successors are elected and qualified and (ii) ratified the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for the year ending December 31, 2016 .

Set forth below are the final voting tallies for the Annual Meeting:

Election of Directors

| | For | Withheld | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| Jon D. Kline | 43,584,282 | 1,665,626 | 9,469,615 |
| David G. Lindahl | 43,582,488 | 1,667,420 | 9,469,615 |

Auditor Ratification

| For | Against | Abstain |
|------------|---------|---------|
| 54,668,228 | 48,656 | 2,639 |

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 thereunto duly authorized.

CARETRUST REIT, INC.

/s/ William M. Wagner

Name: William M. Wagner

Title: Chief Financial Officer, Treasurer and Secretary

Dated: May 26, 2016