

Edgar Filing: Sabra Health Care REIT, Inc. - Form 8-K

Sabra Health Care REIT, Inc.  
Form 8-K  
June 22, 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): June 21, 2018

SABRA HEALTH CARE REIT, INC.  
(Exact name of registrant as specified in its charter)

Maryland 001-34950 27-2560479  
(State of (Commission (I.R.S. Employer  
Incorporation) File Number) Identification No.)

18500 Von Karman Avenue, Suite 550 92612  
Irvine, CA  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number including area code: (888) 393-8248  
(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))

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

(a) The Company’s annual meeting of stockholders (the “Annual Meeting”) was held on June 21, 2018.

(b) At the Annual Meeting, the Company’s stockholders (a) elected the eight nominees identified in the table below to the Board of Directors of the Company to serve until the Company’s 2019 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified (“Election of Directors”), (b) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 (“Auditor Ratification”) and (c) approved, on an advisory basis, the compensation of the Company’s named executive officers as set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 25, 2017 (“Advisory Compensation Vote”). Set forth below are the final voting tallies for the Annual Meeting:

Election of Directors

|                     | For         | Against    | Abstain   | Broker Non-Votes |
|---------------------|-------------|------------|-----------|------------------|
| Craig A. Barbarosh  | 139,891,173 | 3,515,106  | 150,819   | 21,079,313       |
| Robert A. Ettl      | 122,692,439 | 20,211,861 | 652,798   | 21,079,313       |
| Michael J. Foster   | 139,954,108 | 3,451,221  | 151,769   | 21,079,313       |
| Ronald G. Geary     | 142,515,697 | 892,381    | 149,020   | 21,079,313       |
| Raymond J. Lewis    | 142,541,098 | 864,160    | 151,840   | 21,079,313       |
| Jeffrey A. Malehorn | 142,766,101 | 641,907    | 149,090   | 21,079,313       |
| Richard K. Matros   | 137,362,043 | 1,384,183  | 4,810,872 | 21,079,313       |
| Milton J. Walters   | 138,193,327 | 5,210,958  | 152,813   | 21,079,313       |

Auditor Ratification

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 157,761,106 | 6,640,213 | 235,092 |

Advisory Compensation Vote

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 138,157,213 | 4,459,429 | 940,456 | 21,079,313       |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SABRA HEALTH CARE REIT, INC.

/S/ Harold W. Andrews, Jr.

Name: Harold W. Andrews, Jr.

Title: Executive Vice President, Chief Financial Officer and Secretary

Dated: June 21, 2018