

CHOICE HOTELS INTERNATIONAL INC /DE

Form S-8

January 17, 2014

As filed with the Securities and Exchange Commission on January 17, 2014

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Choice Hotels International, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation or**  
**organization)**

**1 Choice Hotels Circle, Suite 400,**

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

**20850**

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

**(Zip code)**

**Choice Hotels International, Inc. 2006 Long-Term Incentive Plan**

**(Full title of the plan)**

**Simone Wu**

**Senior Vice President, General Counsel,**

**Secretary and Chief Compliance Officer**

**Choice Hotels International, Inc.**

**1 Choice Hotels Circle, Suite 400**

**Rockville, Maryland 20850**

**(Name and address of agent for service)**

**(301) 592-5000**

**(Telephone number, including area code, of agent for service)**

***Copies to:***

**John B. Beckman**

**C. Alex Bahn**

**Hogan Lovells US LLP**

**555 Thirteenth Street, N.W.**

**Washington, D.C. 20004-1109**

**(202) 637-5600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Maximum Proposed Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.01 par value per share	3,000,000	\$49.195	\$147,585,000	\$19,009

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers any additional shares of the common stock that may become issuable under the plan referenced above by reason of any stock dividend, stock split, recapitalization or other similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of Choice Hotels International, Inc. common stock as reported on the New York Stock Exchange on January 13, 2014.

**EXPLANATORY NOTE**

Choice Hotels International, Inc. (the Company ) is hereby registering 3,000,000 additional shares of common stock, par value, \$0.01 per share, for issuance under the Choice Hotels International, Inc. 2006 Long-Term Incentive Plan, as amended (the Plan ). As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statements on Form S-8 filed by the Company on May 7, 2007 (Registration No. 333-142676) and September 10, 2010 (Registration No. 333-169308), except to the extent supplemented, amended or superseded by the information set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

See the Exhibit Index.

**SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on the 17<sup>th</sup> day of January, 2014.

**Choice Hotels International, Inc.**

By: /s/ Stephen P. Joyce  
Name: Stephen P. Joyce

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 17<sup>th</sup> day of January, 2014.

<b>Signature</b>	<b>Title</b>
/s/ Stephen P. Joyce	President and Chief Executive Officer
Stephen P. Joyce	<i>(principal executive officer)</i>
/s/ David L. White	Senior Vice President, Chief Financial Officer & Treasurer
David L. White	<i>(principal financial officer)</i>
/s/ Scott E. Oaksmith	Controller
Scott E. Oaksmith	<i>(principal accounting officer)</i>

A majority of the Board of Directors:

Barbara T. Alexander, Stewart Bainum, Jr., William L. Jews, Scott A. Renschler, John T. Schwieters, Ervin R. Shames, Gordon A. Smith and John P. Tague.

By: /s/ Simone Wu  
Simone Wu

January 17, 2014

Attorney-in-Fact

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of the General Counsel as to the legality of the securities being registered
10.1	Choice Hotels International, Inc. 2006 Long-Term Incentive Plan, as amended (incorporated by reference from Appendices A and B to the Company's Definitive Proxy Statement, filed on March 26, 2013)
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
23.2	Consent of the General Counsel (included in Exhibit 5.1)
24.1	Power of Attorney