

Edgar Filing: Brookdale Senior Living Inc. - Form 8-K

Brookdale Senior Living Inc.  
Form 8-K  
June 14, 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) June 14, 2016 (June 13, 2016)

Brookdale Senior Living Inc.  
(Exact name of registrant as specified in its charter)

Delaware 001-32641 20-3068069  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification No.)

111 Westwood Place, Suite 400, Brentwood,  
Tennessee 37027  
(Address of principal executive offices) (Zip Code)

Registrant's  
telephone  
number  
(615) 221-2250  
including  
area  
code

(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 (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))

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## Section 5 — Corporate Governance and Management

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

(a) Brookdale Senior Living Inc. (the "Company") held its annual meeting of stockholders on June 13, 2016.

(b) Jackie M. Clegg, William G. Petty, Jr., and James R. Seward were reelected as Class II directors at the annual meeting, to hold office for a term of three years and until their respective successors are duly elected and qualified. Each such nominee received a majority of votes cast in his or her election. The terms of office of the following directors continued after the annual meeting: Frank M. Bumstead, Daniel A. Decker, Jeffrey R. Leeds, Mark J. Parrell, T. Andrew Smith and Lee S. Wielansky.

The following votes were taken in connection with the election of directors at the annual meeting:

Director Nominees	Votes For	Votes Against	Abstentions	Broker Non-Votes
Jackie M. Clegg	147,441,230	13,468,285	81,677	14,755,948
William G. Petty, Jr.	158,139,788	2,792,536	58,868	14,755,948
James R. Seward	157,078,326	3,855,107	57,759	14,755,948

The proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2016 fiscal year was approved. The following votes were taken in connection with the proposal:

Proposal	Votes For	Votes Against	Abstentions	Broker Non-Votes
Ratification of the Audit Committee's appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2016 fiscal year	165,954,011	9,057,309	735,820	—

At the annual meeting, the Company's stockholders voted on an advisory basis to approve the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the annual meeting pursuant to the Securities and Exchange Commission's executive compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables). The following votes were taken in connection with the proposal:

Proposal	Votes For	Votes Against	Abstentions	Broker Non-Votes
Advisory vote to approve named executive officer compensation	144,714,608	15,582,721	693,863	14,755,948

SIGNATURE

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.

BROOKDALE SENIOR LIVING INC.

Date: June 14, 2016 By: /s/ Chad C. White  
Name: Chad C. White  
Title: Senior Vice President, Co-General Counsel and Secretary