



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

Vail Resorts, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “Annual Meeting”) on Wednesday, December 6, 2017. At the Annual Meeting, stockholders of the Company: (1) elected the nine director nominees named in the proxy statement and listed below; (2) ratified the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending July 31, 2018; (3) on an advisory basis, voted to approve the compensation of the Company’s named executive officers; and (4) on an advisory basis, voted in favor of a one-year frequency of future advisory votes to approve executive compensation. The final voting results by the Company’s stockholders on these matters at the Annual Meeting are as follows:

## 1. Election of Directors.

| NOMINEE             | VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|---------------------|------------|---------------|-------------|---------------------|
| Susan L. Decker     | 34,646,167 | 61,853        | 30,952      | 2,170,380           |
| Roland A. Hernandez | 33,249,392 | 1,458,262     | 31,318      | 2,170,380           |
| Robert A. Katz      | 33,900,500 | 796,620       | 41,852      | 2,170,380           |
| John T. Redmond     | 34,646,303 | 61,272        | 31,397      | 2,170,380           |
| Michele Romanow     | 34,644,688 | 63,205        | 31,079      | 2,170,380           |
| Hilary A. Schneider | 34,645,427 | 62,129        | 31,416      | 2,170,380           |
| D. Bruce Sewell     | 34,650,819 | 56,798        | 31,355      | 2,170,380           |
| John F. Sorte       | 33,975,494 | 732,024       | 31,454      | 2,170,380           |
| Peter A. Vaughn     | 34,645,394 | 62,197        | 31,381      | 2,170,380           |

## 2. Ratification of Selection of Auditors.

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS |
|------------|---------------|-------------|
| 36,433,456 | 440,435       | 35,461      |

## 3. Advisory Vote on Executive Compensation (“Say-on-Pay”).

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|---------------|-------------|---------------------|
| 34,026,442 | 673,145       | 39,385      | 2,170,380           |

## 4. Advisory Vote on the Frequency of Future Votes on Executive Compensation (“Say-on-Frequency”).

| ONE YEAR   | TWO YEARS | THREE<br>YEARS | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|-----------|----------------|-------------|---------------------|
| 32,354,890 | 9,588     | 2,354,895      | 19,599      | 2,170,380           |

In light of the outcome of our advisory vote on Say-on-Frequency, and consistent with the Board’s recommendation, the Board has determined that the Company will hold an advisory vote on Say-on-Pay every year until the next required Say-on-Frequency vote, which is required at least once every six years.



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.

Vail Resorts, Inc.

Date: December 8, 2017 By: /s/ David T. Shapiro  
David T. Shapiro  
Executive Vice President, General Counsel & Secretary