

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

Brookdale Senior Living Inc.  
Form 8-K  
July 01, 2015

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) July 1, 2015 (June 30, 2015)

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

Delaware	001-32641	20-3068069
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer 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 30, 2015.

(b) Jeffrey R. Leeds, Mark J. Parrell and Lee S. Wielansky were reelected as Class III directors at the annual meeting, to hold office for a term of three years and until their respective successors are duly elected and qualified. The terms of office of the following directors continued after the annual meeting: Frank M. Bumstead, Jackie M. Clegg, Granger Cobb, William G. Petty, Jr., James R. Seward and T. Andrew Smith.

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

Director Nominees	Votes For	Withheld Authority	Broker Non-Votes
Jeffrey R. Leeds	156,422,588	2,870,378	9,710,176
Mark J. Parrell	158,291,481	1,001,485	9,710,176
Lee S. Wielansky	157,974,788	1,318,178	9,710,176

The proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the 2015 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 2015 fiscal year	152,207,153	16,771,069	24,920	—

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	156,391,232	2,531,222	370,512	9,710,176



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: July 1, 2015 By: /s/ Chad C. White

Name: Chad C. White

Title: Senior Vice President, Co-General Counsel and Secretary