

DiamondRock Hospitality Co
Form 8-K
May 08, 2014

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):

May 6, 2014

DiamondRock Hospitality Company
(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction

of Incorporation)

001-32514
(Commission

File Number)

20-1180098
(IRS Employer

Identification No.)

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3 Bethesda Metro Center, Suite 1500

Bethesda, MD 20814

(Address of Principal Executive Offices) (Zip Code)

(240) 744-1150

(Registrant's telephone number, including area code)

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))

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

(a) DiamondRock Hospitality Company (the Company) held its annual meeting of stockholders (the Annual Meeting) on May 6, 2014.

(b) The results of the voting at the Annual Meeting were as follows:

1. The following directors were elected to serve until the 2015 annual meeting of stockholders and until their respective successors are duly elected and qualified:

| Name | For | Withheld | Broker Non-Votes |
|---------------------|-------------|-----------|------------------|
| Daniel J. Altobello | 180,712,258 | 2,214,088 | 3,999,243 |
| Mark W. Brugger | 182,781,140 | 145,206 | 3,999,243 |
| W. Robert Grafton | 182,455,372 | 470,974 | 3,999,243 |
| Maureen L. McAvey | 182,484,639 | 441,707 | 3,999,243 |
| William W. McCarten | 182,154,245 | 772,101 | 3,999,243 |
| Gilbert T. Ray | 182,283,325 | 643,021 | 3,999,243 |
| Bruce D. Wardinski | 182,457,195 | 469,151 | 3,999,243 |

2. The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 175,121,644 | 5,706,902 | 2,097,800 | 3,999,243 |

3. The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2014.

| For | Against | Abstain |
|-------------|-----------|---------|
| 184,645,375 | 2,253,173 | 27,041 |

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.

DIAMONDROCK HOSPITALITY COMPANY

Date: May 8, 2014

By: /s/ William J. Tennis
William J. Tennis
Executive Vice President, General Counsel and
Corporate Secretary