

SINCLAIR BROADCAST GROUP INC  
Form 8-K  
June 06, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest  
event reported) **June 5, 2014**

Commission File Number **000-26076**

**SINCLAIR BROADCAST GROUP, INC.**

(Exact name of registrant)

**Maryland**  
(State of organization)

**52-1494660**  
(I.R.S. Employer Identification Number)

**10706 Beaver Dam Road**

**Hunt Valley, MD 21030**

(Address of principal executive offices and zip code)

**(410) 568-1500**

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(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:

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))

## SINCLAIR BROADCAST GROUP, INC.

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

The annual meeting of shareholders of Sinclair Broadcast Group, Inc. (the Company) was held on June 5, 2014. At the meeting, three items, as set forth in the Proxy Statement, were submitted to the shareholders for a vote.

**Proposal 1: Election of Directors**

In response to Proposal 1, the shareholders elected all persons nominated for directors as set forth in the Proxy Statement, for a term expiring at the next annual shareholders meeting in 2015 or until their respective successors have been elected and qualified. The table below sets forth the results of the voting for nominated directors:

| <b>Election of Directors</b> | <b>For</b>  | <b>Against or<br/>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------------|-------------|--------------------------------|-------------------------|
| David D. Smith               | 296,632,784 | 16,589,301                     | 8,702,389               |
| Frederick G. Smith           | 296,529,907 | 16,692,178                     | 8,702,389               |
| J. Duncan Smith              | 296,529,370 | 16,692,715                     | 8,702,389               |
| Robert E. Smith              | 282,121,907 | 31,100,178                     | 8,702,389               |
| Daniel C. Keith              | 298,261,781 | 14,960,304                     | 8,702,389               |
| Martin R. Leader             | 294,854,082 | 18,367,523                     | 8,702,389               |
| Lawrence E. McCanna          | 298,246,575 | 14,975,510                     | 8,702,389               |

**Proposal 2: Ratification of Independent Registered Public Accounting Firm**

In response to Proposal 2, the shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2014. The table below sets forth the results of the voting for the ratification of PricewaterhouseCoopers LLP:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 318,446,370 | 3,460,012      | 18,090         |                         |

**Proposal 3: A Non-Binding Advisory Vote on Our Executive Compensation**

In response to Proposal 3, the shareholders approved the Company's executive compensation, in a non-binding vote. The table below sets forth the results of the voting for the executive compensation:

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| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 309,073,760 | 3,522,850      | 625,471        | 8,702,393               |

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.

SINCLAIR BROADCAST GROUP, INC.

By: /s/ David R. Bochenek  
Name: David R. Bochenek  
Title: Vice President / Chief Accounting Officer

Dated: June 6, 2014