

RE/MAX Holdings, Inc.
Form 8-K
May 10, 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): May 5, 2016

RE/MAX Holdings, Inc.

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(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 001-36101 (Commission File Number) | 80-0937145 (I.R.S. Employer Identification No.) |
| 5075 South Syracuse Street Denver, Colorado (Address of principal executive offices) | | 80237 (Zip Code) |

Registrant's telephone number, including area code: (303) 770-5531

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

On May 5, 2016, the Company held its annual meeting of stockholders. At the annual meeting, stockholders voted on the matters described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 24, 2016. The final voting results for the matters submitted to a vote of stockholders are set forth below.

Proposal 1: Election of Directors

The Company's stockholders elected the persons listed below to serve as Class III directors until the Company's 2019 annual meeting of stockholders or until their successors are duly elected and qualified, with voting results as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| David Liniger | 39,299,787 | 1,951,159 | 841,873 |
| Richard Covey | 39,410,447 | 1,840,499 | 841,873 |
| Daniel Predovich | 30,939,246 | 10,311,700 | 841,873 |
| Teresa Van De Bogart | 39,464,685 | 1,786,261 | 841,873 |

Proposal 2: Ratification of KPMG LLP as Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016, with voting results as follows:

| Votes For | Votes Against | Votes to Abstain | Broker Non-Votes |
|------------|---------------|------------------|------------------|
| 41,636,886 | 454,183 | 1,750 | 0 |

Proposal 3: Stockholder Proposal by Heartland Initiative, Inc.

The Company's stockholders rejected a stockholder proposal to form an ad hoc Board committee concerning activities in Israeli settlements, with voting results as follows:

| Votes For | Votes Against | Votes to Abstain | Broker Non-Votes |
|-----------|---------------|------------------|------------------|
| 965,807 | 40,042,348 | 242,791 | 841,873 |

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.

RE/MAX HOLDINGS, INC.

Date: By: /s/ Adam Lindquist Scoville
May
9,
2016

Adam Lindquist Scoville
Vice President, General Counsel
