

CHOICE HOTELS INTERNATIONAL INC /DE
Form SC 13D/A
November 16, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

CHOICE HOTELS INTERNATIONAL, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

169905-10-6

(CUSIP Number)

Christine A. Shreve - 240-295-1600

8171 Maple Lawn Blvd, Suite 375, Fulton, MD 20759

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 13, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes) .

CUSIP No. 169905-10-6

13D

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1 Name of Reporting Person

Bruce D. Bainum

2 Check the Appropriate Box if a Member of a Group*

(a) (b)

3 SEC Use Only

4 Source of Funds

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5 Check Box if Disclosure of Legal Proceeding is Required Pursuant to Items 2 (C) or 2 (E)

6 Citizenship or Place of Organization

USA

7 Sole Voting

Number of

Shares

1,694,033

Beneficially

8 Shared Voting Power

Owned by

Each

9,485,117

9 Sole Dispositive Power

Reporting

Person

1,694,033

with:

10 Shared Dispositive Power

9,485,117

11 Aggregate Amount Beneficially Owned by Each Reporting Person

11,179,150

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

19.75%

14 Type of Reporting Person

IN

Item 1. Security and Issuer

(a) Name of Issuer:

Choice Hotels International, Inc.

(b) Address of Issuer's Principal Executive Offices:

1 Choice Circle, Suite 400
Rockville, MD 20850

(c) Title and Class of Securities:

Common Stock

Item 2. Identity and Background

(a) Name:

Bruce D. Bainum (Dr. Bainum or the Reporting Person)

(b) Business Address:

8171 Maple Lawn Blvd, Suite 375 Fulton, MD 20759

(c) Present Principal Employment:

Investor

(d) Record of Convictions:

During the last five years, the Reporting Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors.)

(e) Record of Civil Proceedings:

During the last five years, the Reporting Person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating such activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

N/A

Item 3. Source and Amount of Funds or Other Consideration

See Item 4 below.

Item 4. Purpose of Transaction

Sale of shares by the Bruce Bainum Declaration of Trust pursuant to a Rule 105b-1 Trading Plan.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned:

Reporting Person:

11,179,150 shares including 1,524,438 shares owned by the Bruce Bainum Declaration of Trust of which Dr. Bainum is the sole trustee and beneficiary. Also includes 1,685,061 shares owned by Posadas Holdings, LLC for which he shares voting authority and whose sole members are Dr. Bainum, his daughter, his son, and various trusts for either his benefit or the benefit of his wife or children; 6,595 shares owned by trusts for the benefit of Dr. Bainum's descendants for which Dr. Bainum is the sole trustee; 978,482 shares owned by Mid Pines Limited Partnership, in which Dr. Bainum's trust is a general partner and has shared voting authority; 6,821,574 shares owned by Realty Investment Company, Inc., a private company in which Dr. Bainum's trust owns voting stock and has shared voting authority; and 163,000 shares owned by Three Graces Foundation, Inc., a private foundation for which Dr. Bainum is a substantial contributor and has sole voting authority.

(b) Number of shares as to which such person has:

(i) Sole Voting Power 1,694,033

(ii) Shared Voting Power 9,485,117

(iii) Sole Dispositive Power 1,694,033

(iv) Shared Dispositive Power 9,485,117

(c) A schedule of transactions effected in the last sixty days is as follows:

11/13/17 150,000 shares @ \$73.9904 per share

11/14/17 100,000 shares @ \$74.1449 per share

(d) Ownership of more than five percent on behalf of Another Person:

To the extent that shares of the Issuer identified in Item 5(a) are held by corporations or partnerships, other shareholders and partners, respectively, have the right to receive dividends from, or the proceeds from the sale of the shares to the extent of their proportionate interests in such entities. To the best of the Reporting Person's knowledge, other than Stewart Bainum, Jr., Bruce Bainum, Roberta Bainum and Barbara Bainum, no other person has such interest relating to more than 5% of the outstanding class of securities.

(e) Ownership of Less than Five Percent:

N/A

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 7. Material to be Filed as Exhibits

None

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 16, 2017

/s/ Bruce D. Bainum
Bruce D. Bainum

BY: /s/ Christine A. Shreve
Christine A. Shreve, Attorney-in-fact