

Ryman Hospitality Properties, Inc.  
Form 8-K  
May 06, 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 6, 2016 (May 5, 2016)**

**RYMAN HOSPITALITY PROPERTIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-13079**  
**(Commission**  
  
**File Number)**

**73-0664379**  
**(I.R.S. Employer**  
  
**Identification No.)**

**One Gaylord Drive**

**Nashville, Tennessee**  
**(Address of principal executive offices)**

**37214**  
**(Zip Code)**

**Registrant's telephone number, including area code: (615) 316-6000**

**(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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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 5, 2016, Ryman Hospitality Properties, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, the Company's stockholders approved the Company's 2016 Omnibus Incentive Plan (the 2016 Plan). The results of the stockholder vote on the 2016 Plan are set forth below under Item 5.07 of this Current Report on Form 8-K.

A description of the 2016 Plan was included as part of Proposal 3: Approval of the 2016 Omnibus Incentive Plan and Summary of the 2016 Omnibus Incentive Plan in the Company's Proxy Statement that was filed with the Securities Exchange Commission on March 29, 2016 and is incorporated herein by reference. Such description is qualified in its entirety by reference to the text of the 2016 Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

As of the record date for the Annual Meeting, there were 50,917,253 shares of the Company's common stock outstanding and entitled to vote on all matters presented to the Company's stockholders at the Annual Meeting. Holders of 46,946,434 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

**Management Proposals:**

1. Election to the Company's Board of Directors of the following nine director nominees:

|                        | For        | Against   | Abstain | Broker<br>Non-Votes |
|------------------------|------------|-----------|---------|---------------------|
| Michael J. Bender      | 43,399,832 | 92,354    | 97,542  | 3,356,706           |
| Rachna Bhasin          | 43,371,614 | 64,044    | 154,070 | 3,356,706           |
| William F. Hagerty, IV | 43,426,222 | 62,964    | 100,542 | 3,356,706           |
| Ellen Levine           | 42,871,936 | 621,998   | 95,794  | 3,356,706           |
| Patrick Q. Moore       | 43,028,724 | 399,440   | 161,564 | 3,356,706           |
| Robert S. Prather, Jr. | 42,467,310 | 1,022,676 | 99,742  | 3,356,706           |
| Colin V. Reed          | 42,861,580 | 589,125   | 139,023 | 3,356,706           |
| Michael D. Rose        | 43,375,056 | 103,770   | 110,902 | 3,356,706           |
| Michael I. Roth        | 40,864,678 | 2,613,941 | 111,109 | 3,356,706           |

2. Approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Company's 2016 proxy statement (i.e., say-on-pay):

|                               | For        | Against   | Abstentions | Broker Non-Votes |
|-------------------------------|------------|-----------|-------------|------------------|
| 3. Approval of the 2016 Plan: | 41,634,788 | 1,816,397 | 138,543     | 3,356,706        |

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|  | Against   | Abstentions | Broker Non-Votes |
|--|-----------|-------------|------------------|
| For<br>40,931,791  | 2,526,588 | 131,349     | 3,356,706        |
| 4. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2016 fiscal year: |           |             |                  |

| For        | Against | Abstentions |
|------------|---------|-------------|
| 46,106,775 | 718,281 | 121,378     |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 Ryman Hospitality Properties, Inc. 2016 Omnibus Incentive Plan

**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.

RYMAN HOSPITALITY PROPERTIES, INC.

Date: May 6, 2016

By: /s/ Scott Lynn

Name: Scott Lynn

Title: Senior Vice President, General Counsel and  
Secretary

**INDEX TO EXHIBITS**

**No. Exhibit**

10.1 Ryman Hospitality Properties, Inc. 2016 Omnibus Incentive Plan