

CAPITAL SENIOR LIVING CORP

Form 8-K

May 11, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 10, 2018**

**Capital Senior Living Corporation**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

**1-13445**

**(Commission File Number)**

**75-2678809**

**(IRS Employer Identification No.)**

**14160 Dallas Parkway Suite 300**

**Dallas, Texas**  
**(Address of Principal Executive Offices)**

**(972) 770-5600**

**75254**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the 2018 Annual Meeting (the Annual Meeting ) of Stockholders of Capital Senior Living Corporation (the Company ) held on May 10, 2018, Proposals 1, 2 and 3 were approved by the Company's stockholders and no other business was properly brought before the Annual Meeting. The proposals are described in detail in the definitive proxy statement (the Proxy Statement ) filed by the Company with the Securities and Exchange Commission (the SEC ) on April 6, 2018. The voting results of the Annual Meeting are set forth below.

**Proposal 1 Election of Directors** The Company's stockholders elected Jill M. Krueger, Michael W. Reid, Paul J. Isaac and Ross B. Levin to each serve as a director of the Company for three-year terms expiring in 2021. The voting results for each of these individuals were as follows:

<b>Director</b>	<b>Votes</b>		
	<b>Votes FOR</b>	<b>WITHHELD</b>	<b>Broker Non-Votes</b>
Jill M. Krueger	22,085,905	804,943	3,210,473
Michael W. Reid	22,573,363	317,485	3,210,473
Paul J. Isaac	22,593,965	296,883	3,210,473
Ross B. Levin	22,688,847	202,001	3,210,473

**Proposal 2 Ratification of the Appointment of the Company's Independent Auditors** The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2018. The voting results were 25,534,469 shares **FOR**, 93,843 shares **AGAINST**, and 473,009 abstentions.

**Proposal 3 Advisory Vote on Executive Compensation** The Company's stockholders approved, on an advisory (non-binding) basis, the compensation of the Company's named executive officers, as disclosed in the Proxy Statement in accordance with the compensation disclosure rules of the SEC. The voting results were 21,312,727 shares **FOR**, 997,239 shares **AGAINST**, 580,882 abstentions, and 3,210,473 broker non-votes.

**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.

Date: May 11, 2018

Capital Senior Living Corporation

By: /s/ Carey P. Hendrickson

Name: Carey P. Hendrickson

Title: Senior Vice President and

Chief Financial Officer