

VAIL RESORTS INC  
Form 8-K  
December 10, 2014

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): December 5, 2014

Vail Resorts, Inc.  
(Exact name of registrant as specified in its Charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>Incorporation) | 001-09614<br>(Commission File Number) | 51-0291762<br>(IRS Employer Identification No.) |
|---|---------------------------------------|---|

|  |                     |
|--|---------------------|
| 390 Interlocken Crescent<br>Broomfield, Colorado<br>(Address of principal executive offices) | 80021<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (303) 404-1800

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:

- 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))



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

On December 5, 2014, Vail Resorts, Inc. (the "Company") held its 2014 Annual Meeting of Stockholders. At the Annual Meeting, stockholders considered: (1) the election of the eight director nominees named in the proxy statement; (2) an advisory resolution to approve the compensation of the Company's named executive officers; (3) re-approval of the material terms for payment of performance-based incentive compensation for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986; and (4) the ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending July 31, 2015. The Company's stockholders voted as follows on these matters:

1. The Company's stockholders elected the eight director nominees named in the proxy statement with the following votes:

| NOMINEE             | FOR        | AGAINST   | ABSTAIN | BROKER<br>NON-<br>VOTES |
|---------------------|------------|-----------|---------|-------------------------|
| Roland A. Hernandez | 29,426,771 | 3,976,644 | 1,638   | 1,362,130               |
| Robert A. Katz      | 33,070,351 | 333,459   | 1,243   | 1,362,130               |
| Richard D. Kincaid  | 33,391,178 | 12,280    | 1,595   | 1,362,130               |
| John T. Redmond     | 33,396,947 | 6,511     | 1,595   | 1,362,130               |
| Hilary A. Schneider | 33,397,200 | 6,317     | 1,536   | 1,362,130               |
| D. Bruce Sewell     | 33,396,391 | 7,106     | 1,556   | 1,362,130               |
| John F. Sorte       | 33,247,105 | 156,691   | 1,257   | 1,362,130               |
| Peter A. Vaughn     | 33,396,913 | 6,585     | 1,555   | 1,362,130               |

2. The Company's stockholders approved the advisory resolution to approve the compensation of the Company's named executive officers with the following votes:

| FOR        | AGAINST | ABSTAIN | BROKER<br>NON-<br>VOTES |
|------------|---------|---------|-------------------------|
| 33,368,171 | 32,180  | 4,702   | 1,362,130               |

3. The Company's stockholders re-approved the material terms for payment of performance-based incentive compensation for purposes of complying with Section 162(m) of the Internal Revenue Code of 1986 with the following votes:

| FOR        | AGAINST | ABSTAIN | BROKER<br>NON-<br>VOTES |
|------------|---------|---------|-------------------------|
| 33,201,811 | 197,312 | 5,930   | 1,362,130               |

4. The Company's stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2015 with the following votes:

| FOR | AGAINST | ABSTAIN | BROKER<br>NON- |
|-----|---------|---------|----------------|
|-----|---------|---------|----------------|

34,553,203

210,840

3,140

VOTES

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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.

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Vail Resorts, Inc.

Date: December 10, 2014

By: /s/ Randall E. Mehrberg  
Randall E. Mehrberg  
Executive Vice President & General Counsel

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