

RLJ Lodging Trust
Form 8-K
May 30, 2018

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 24, 2018**

RLJ LODGING TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-35169
(Commission File
Number)

27-4706509
(IRS Employer Identification
Number)

**3 Bethesda Metro
Center Suite
1000
Bethesda, MD**
(Address of principal executive offices)

20814
(Zip Code)

(301) 280-7777

(Registrant's telephone number, including area code)

Not applicable

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(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.

On May 24, 2018, RLJ Lodging Trust (the Company) held its 2018 Annual Meeting of Shareholders (the Annual Meeting) at which (i) trustees were elected, (ii) the appointment of PricewaterhouseCoopers LLP (PWC), the Company's independent registered public accounting firm, was ratified, (iii) the compensation paid to the Company's named executive officers was approved in an advisory vote and (iv) an advisory vote was taken on the frequency of future advisory shareholder votes related to named executive officer compensation. The proposals are described in detail in the Company's Proxy Statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on April 23, 2018. The final results for the votes regarding each proposal are set forth below.

Election of Trustees

The following persons were duly elected as trustees of the Company until the 2019 Annual Meeting of Shareholders or until their successors are duly elected and qualified: Robert L. Johnson, Leslie D. Hale, Evan Bayh, Arthur Collins, Nathaniel A. Davis, Patricia L. Gibson, Robert M. La Forgia, Robert J. McCarthy and Glenda G. McNeal. The table below sets forth the voting results for each trustee nominee:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| Robert L. Johnson | 152,695,621 | 7,018,264 | 6,679,719 |
| Leslie D. Hale | 155,623,505 | 4,090,380 | 6,679,719 |
| Evan Bayh | 155,628,722 | 4,085,163 | 6,679,719 |
| Arthur Collins | 156,407,453 | 3,306,432 | 6,679,719 |
| Nathaniel A. Davis | 133,660,208 | 26,053,677 | 6,679,719 |
| Patricia L. Gibson | 159,642,993 | 70,892 | 6,679,719 |
| Robert M. La Forgia | 156,467,907 | 3,245,978 | 6,679,719 |
| Robert J. McCarthy | 156,448,172 | 3,265,713 | 6,679,719 |
| Glenda G. McNeal | 156,481,734 | 3,232,151 | 6,679,719 |

Ratification of PWC as the Company's independent registered public accounting firm

At the Annual Meeting, the Company's shareholders ratified the appointment of PWC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The table below sets forth the voting results for this proposal:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 162,286,820 | 4,065,609 | 41,175 | 0 |

Advisory Vote to Approve Named Executive Officer Compensation

At the Annual Meeting, the Company's shareholders voted on a non-binding resolution to approve the compensation of the Company's named executive officers. The table below sets forth the voting results for this proposal:

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| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 151,959,463 | 7,648,747 | 105,675 | 6,679,719 |

Advisory Vote on the Frequency of the Advisory Vote to Approve Named Executive Officer Compensation

At the Annual Meeting, the Company's shareholders voted on the frequency of the advisory vote related to named executive officer compensation. The table below sets forth the voting results for this proposal:

| Every Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-------------------|------------------|--------------------|--------------------|-------------------------|
| 156,215,781 | 133,604 | 3,296,782 | 67,718 | 6,679,719 |

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.

RLJ LODGING TRUST

Date: May 30, 2018

By:

/s/ Frederick D. McKalip
Frederick D. McKalip
Senior Vice President and General Counsel