

Hilton Worldwide Holdings 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 5, 2016

Hilton Worldwide Holdings Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

001-36243
(Commission

27-4384691
(IRS Employer

of Incorporation)

File Number)

Identification No.)

7930 Jones Branch Drive, Suite 1100, McLean, Virginia 22102

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(Address of Principal Executive Offices) (Zip Code)

(703) 883-1000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 May 5, 2016, Hilton Worldwide Holdings Inc. (the Company) held its annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in the Company's definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 24, 2016 (the Proxy Statement). The final voting results for the matters submitted to a vote of stockholders were as follows:

Proposal No. 1 - Election of Directors

At the annual meeting, the Company's stockholders elected the persons listed below as directors for a one-year term expiring in 2017 or until their respective successors are duly elected and qualified:

| | Votes Cast For | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------------|-----------------------|-----------------------|--------------------|-------------------------|
| Christopher J. Nassetta | 915,795,075 | 4,321,151 | | 16,628,739 |
| Jonathan D. Gray | 902,330,600 | 17,785,626 | | 16,628,739 |
| Jon M. Huntsman, Jr. | 916,688,809 | 3,427,417 | | 16,628,739 |
| Judith A. McHale | 911,519,851 | 8,596,375 | | 16,628,739 |
| John G. Schreiber | 910,067,111 | 10,049,115 | | 16,628,739 |
| Elizabeth A. Smith | 916,125,109 | 3,991,117 | | 16,628,739 |
| Douglas M. Steenland | 911,154,993 | 8,961,233 | | 16,628,739 |
| William J. Stein | 903,049,133 | 17,067,093 | | 16,628,739 |

Proposal No. 2 - Ratification of Independent Registered Public Accounting Firm

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2016.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|-----------------------|---------------------------|--------------------|-------------------------|
| 934,497,779 | 2,133,903 | 113,283 | |

Proposal No. 3 - Non-Binding Vote on Executive Compensation

The Company's stockholders approved, in a non-binding advisory vote, the compensation paid to the Company's named executive officers as disclosed in the Proxy Statement.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|-----------------------|---------------------------|--------------------|-------------------------|
| 911,844,256 | 8,124,551 | 147,419 | 16,628,739 |

SIGNATURE

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.

HILTON WORLDWIDE HOLDINGS INC.

By: /s/ KEVIN J. JACOBS

Name: Kevin J. Jacobs

Title: Executive Vice President and Chief
Financial Officer

Date: May 6, 2016