

Edgar Filing: Live Nation Entertainment, Inc. - Form 8-K

Live Nation Entertainment, Inc.
Form 8-K
June 11, 2015

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):
June 10, 2015

Live Nation Entertainment, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 001-32601 (Commission File No.) | 20-3247759 (I.R.S. Employer Identification No.) |
|---|------------------------------------|---|

| | |
|--|---------------------|
| 9348 Civic Center Drive Beverly Hills, California (Address of principal executive offices) | 90210 (Zip Code) |
|--|---------------------|

(310) 867-7000
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On June 10, 2015, the stockholders of Live Nation Entertainment, Inc. (the "Company") approved the Live Nation Entertainment, Inc. 2006 Annual Incentive Plan, as amended and restated as of March 19, 2015 (the "2006 Plan") at the Company's annual meeting of stockholders (the "Annual Meeting"). The Company's board of directors adopted the 2006 Plan on March 19, 2015, subject to stockholder approval at the Annual Meeting.

A description of the material terms of the 2006 Plan was set forth under the heading "Proposal No. 2 — Approval of the Live Nation Entertainment, Inc. 2006 Annual Incentive Plan, as Amended and Restated as of March 19, 2015" in the Company's Definitive Proxy Statement for the Annual Meeting, dated April 27, 2015 (the "Proxy Statement"), and is incorporated herein by reference. The description of the 2006 Plan is qualified in its entirety by reference to the 2006 Plan, a copy of which is attached hereto as Exhibit 10.1 and which is incorporated herein by reference.

Also on June 10, 2015, the stockholders of the Company approved the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015 (the "2005 Plan") at the Annual Meeting. The Company's board of directors adopted the 2005 Plan on March 19, 2015, subject to stockholder approval at the Annual Meeting.

A description of the material terms of the 2005 Plan was set forth under the heading "Proposal No. 3 — Approval of the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as Amended and Restated as of March 19, 2015" in the Proxy Statement, and is incorporated herein by reference. The description of the 2005 Plan is qualified in its entirety by reference to the 2005 Plan, a copy of which is attached hereto as Exhibit 10.2 and which is incorporated herein by reference.

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

(b) At the Annual Meeting:

1. Mark Carleton, Jonathan Dolgen, Ari Emanuel, Ted Enloe, Jeff Hinson, Jimmy Iovine, Peggy Johnson, Jim Kahan, Greg Maffei, Randall Mays, Michael Rapino and Mark Shapiro were elected as directors to serve for a term of one year expiring at the annual meeting of stockholders held in 2016 or until their successors are elected and qualified;
 2. the adoption of the 2006 Plan was approved;
 3. the adoption of the 2005 Plan was approved;
 4. an advisory resolution was passed in favor of the Company's executive compensation; and
 5. Ernst & Young LLP was ratified as the Company's independent registered public accounting firm for the 2015 fiscal year.
-

Edgar Filing: Live Nation Entertainment, Inc. - Form 8-K

The final results of the voting at the Annual Meeting were as follows:

Proposal No. 1 – Election of Directors

| Nominees | For | Against | Abstained | Pass Rate | Broker Non-Votes |
|-----------------|-------------|------------|-----------|-----------|------------------|
| Mark Carleton | 129,462,026 | 42,409,468 | 1,434,426 | 75 % | 7,667,904 |
| Jonathan Dolgen | 171,733,831 | 125,193 | 1,446,896 | 99 % | 7,667,904 |
| Ari Emanuel | 172,305,929 | 129,616 | 870,375 | 99 % | 7,667,904 |
| Ted Enloe | 143,928,393 | 27,942,341 | 1,435,186 | 83 % | 7,667,904 |
| Jeff Hinson | 171,432,459 | 426,994 | 1,446,467 | 99 % | 7,667,904 |
| Jimmy Iovine | 172,250,858 | 185,552 | 869,510 | 99 % | 7,667,904 |
| Peggy Johnson | 171,484,359 | 375,544 | 1,446,017 | 99 % | 7,667,904 |
| Jim Kahan | 171,732,462 | 127,573 | 1,445,885 | 99 % | 7,667,904 |
| Greg Maffei | 133,823,712 | 38,622,845 | 859,363 | 77 % | 7,667,904 |
| Randall Mays | 167,832,231 | 4,605,701 | 867,988 | 97 % | 7,667,904 |
| Michael Rapino | 172,301,035 | 158,453 | 846,432 | 99 % | 7,667,904 |
| Mark Shapiro | 144,677,668 | 27,770,241 | 858,011 | 83 % | 7,667,904 |

Proposal No. 2 – Adoption of the Live Nation Entertainment, Inc. 2006 Annual Incentive Plan, as amended and restated as of March 19, 2015

| For | Against | Abstained | Pass Rate | Broker Non-Votes |
|-------------|-----------|-----------|-----------|------------------|
| 171,197,150 | 1,258,735 | 850,035 | 99 % | 7,667,904 |

Proposal No. 3 – Adoption of the Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015

| For | Against | Abstained | Pass Rate | Broker Non-Votes |
|-------------|------------|-----------|-----------|------------------|
| 133,611,091 | 38,850,276 | 844,553 | 77 % | 7,667,904 |

Proposal No. 4 – Advisory Vote on the Company’s Executive Compensation

| For | Against | Abstained | Pass Rate | Broker Non-Votes |
|-------------|------------|-----------|-----------|------------------|
| 151,673,643 | 20,522,818 | 1,109,459 | 88 % | 7,667,904 |

Proposal No. 5 – Ratification of Ernst & Young LLP as the Company’s Independent Registered Public Accounting Firm for 2015

| For | Against | Abstained | Pass Rate |
|-------------|---------|-----------|-----------|
| 179,620,174 | 319,829 | 1,033,782 | 99 % |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated into this Item 9.01(d) by reference.

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.

Live Nation Entertainment, Inc.

By: /s/ Brian Capo
Brian Capo
Senior Vice President and Chief Accounting Officer

June 11, 2015

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|----------------|--|
| 10.1 | Live Nation Entertainment, Inc. 2006 Annual Incentive Plan, as amended and restated as of March 19, 2015 |
| 10.2 | Live Nation Entertainment, Inc. 2005 Stock Incentive Plan, as amended and restated as of March 19, 2015 |