

LAS VEGAS SANDS CORP
Form 8-K
June 08, 2018

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 7, 2018

LAS VEGAS SANDS CORP.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of incorporation)

001-32373 27-0099920
(Commission File Number) (IRS Employer Identification No.)

3355 LAS VEGAS BOULEVARD SOUTH
LAS VEGAS, NEVADA 89109
(Address of principal executive offices) (Zip Code)

(702) 414-1000
(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 (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 5.03. Amendments to Articles of Incorporation or Bylaws: Change in Fiscal Year.

At the 2018 Annual Meeting of Stockholders of Las Vegas Sands Corp. (the “Company”) held on June 7, 2018, stockholders approved an amendment to the Company’s Certificate of Amended and Restated Articles of Incorporation (the “Charter Amendment”) to declassify the Board of Directors of the Company (the “Board”).

On January 23, 2018, the Board approved an amendment (the “By-Laws Amendment”) to the Amended and Restated By-Laws of the Company, which was contingent upon the approval of the Charter Amendment by the Company’s stockholders. The By-Laws Amendment became effective upon the effectiveness of the Charter Amendment on June 7, 2018. The By-Laws Amendment removes references to a classified Board.

The foregoing description is qualified in its entirety by reference to the copy of the Charter Amendment and the By-Laws Amendment, which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K.

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

The stockholders of the Company voted on the five proposals listed below at the Company’s Annual Meeting of Stockholders held on June 7, 2018. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 20, 2018.

Proposal 1 — To approve an amendment to the Company’s Certificate of Amended and Restated Articles of Incorporation to declassify the Board of Directors.

Votes to approve an amendment to the Company’s Certificate of Amended and Restated Articles of Incorporation to declassify the Board of Directors were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 707,411,990 | 303,012 | 236,456 | 45,114,206 |

Proposal 2 — Election of Directors

Votes regarding the election of Sheldon G. Adelson, Irwin Chafetz, Micheline Chau, Patrick Dumont, Charles D. Forman, Steven L. Gerard, Robert G. Goldstein, George Jamieson, Charles A. Koppelman, Lewis Kramer and David F. Levi to serve on the Board of Directors until the 2019 Annual Meeting of Stockholders, were as follows:

| Nominees for Director | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|------------------|
| Sheldon G. Adelson | 691,023,862 | 16,927,596 | 45,114,206 |
| Irwin Chafetz | 692,974,613 | 14,976,845 | 45,114,206 |
| Micheline Chau | 682,291,664 | 25,659,794 | 45,114,206 |
| Patrick Dumont | 674,384,112 | 33,567,346 | 45,114,206 |
| Charles D. Forman | 695,523,100 | 12,428,358 | 45,114,206 |
| Steven L. Gerard | 646,454,125 | 61,497,333 | 45,114,206 |
| Robert G. Goldstein | 694,065,258 | 13,886,200 | 45,114,206 |
| George Jamieson | 703,325,001 | 4,626,457 | 45,114,206 |
| Charles A. Koppelman | 664,898,655 | 43,052,803 | 45,114,206 |
| Lewis Kramer | 687,934,138 | 20,017,320 | 45,114,206 |
| David F. Levi | 677,854,072 | 30,097,386 | 45,114,206 |

Proposal 3 — Election of Class II Directors

Because the Charter Amendment was approved by the stockholders, the election of Class II director nominees was not submitted to a vote.

Proposal 4 — Ratification of the Selection of the Independent Registered Public Accounting Firm

Votes to ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 750,983,376 | 1,351,609 | 730,679 | 0 |

Proposal 5 — An Advisory (Non-Binding) Vote on Executive Compensation

Votes to approve an advisory (non-binding) resolution on executive compensation were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 480,387,163 | 227,260,063 | 304,232 | 45,114,206 |

Proposal 6 — To approve the material terms of the performance goals under the Company's Executive Cash Incentive Plan.

Votes to approve the material terms of the performance goals under the Company's Executive Cash Incentive Plan were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 655,555,684 | 52,115,213 | 280,561 | 45,114,206 |

ITEM 9.01. Financial Statements and Exhibits.

- (d) Exhibits.
 - 3.1 Amendment to the Company's Certificate of Amended and Restated Articles of Incorporation (incorporated by reference to Appendix A to the Company's definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on April 20, 2018 (File No. 001-32373)).
 - 3.2 Amended and Restated By-Laws, as further amended effective June 7, 2018 (marked to show amended text).

INDEX TO EXHIBITS

- 3.1 Amendment to the Company's Certificate of Amended and Restated Articles of Incorporation (incorporated by reference to Appendix A to the Company's definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on April 20, 2018 (File No. 001-32373)).
- 3.2 Amended and Restated By-Laws, as further amended effective June 7, 2018 (marked to show amended text).
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 8, 2018

LAS VEGAS SANDS CORP.

By: /S/ LAWRENCE A. JACOBS

Name: Lawrence A. Jacobs

Title: Executive Vice President, Global General Counsel and Secretary