

RLJ Lodging Trust
Form 8-K
May 07, 2014

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 2, 2014**

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 100
Bethesda, MD**
(Address of principal executive offices)

20814
(Zip Code)

(301) 280-7777

(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

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

On May 2, 2014, RLJ Lodging Trust (the Company) held its 2014 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, and (iii) the compensation paid to the Company's named executive officers was approved in an advisory vote. 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 3, 2014. The final results for the votes regarding each proposal are set forth below.

Election of Trustees

The following persons comprising the entire previous board of trustees of the Company were duly elected as trustees of the Company until the 2015 Annual Meeting of Shareholders or until their successors are duly elected and qualified: Robert L. Johnson, Thomas J. Baltimore, Jr., Evan Bayh, Nathaniel A. Davis, Robert M. La Forgia, Glenda G. McNeal and Joseph Ryan. The table below sets forth the voting results for each trustee nominee:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Robert L. Johnson | 97,594,086 | 13,699,758 | 7,073 | 2,044,107 |
| Thomas J. Baltimore, Jr. | 107,407,025 | 3,886,819 | 7,073 | 2,044,107 |
| Evan Bayh | 109,057,824 | 2,236,020 | 7,073 | 2,044,107 |
| Nathaniel A. Davis | 108,947,353 | 2,346,491 | 7,073 | 2,044,107 |
| Robert M. La Forgia | 110,225,023 | 1,068,821 | 7,073 | 2,044,107 |
| Glenda G. McNeal | 110,228,254 | 1,065,590 | 7,073 | 2,044,107 |
| Joseph Ryan | 110,225,323 | 1,068,521 | 7,073 | 2,044,107 |

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, 2014. The table below sets forth the voting results for this proposal:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 113,285,362 | 53,132 | 6,530 | 0 |

Advisory (Non-Binding) 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 |
|------------------|----------------------|--------------------|-------------------------|
| 107,480,069 | 3,643,844 | 177,004 | 2,044,107 |

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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.

RLJ LODGING TRUST

Date: May 7, 2014

By:

/s/ Thomas J. Baltimore, Jr.
Thomas J. Baltimore, Jr.
President and Chief Executive Officer