

CHOICE HOTELS INTERNATIONAL INC /DE

Form 8-K

November 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): November 7, 2018**

**CHOICE HOTELS INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-13393**  
**(Commission**  
**File Number)**  
**1 Choice Hotels Circle, Suite 400,**

**52-1209792**  
**(I.R.S. Employer**  
**Identification No.)**

**Rockville, Maryland 20850**

**(Address of Principal Executive Offices) (Zip Code)**

**(301) 592-5000**

**(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))  
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 7, 2018, the Board of Directors (the Board ) of Choice Hotels International, Inc. (the Company ) appointed Maureen Sullivan as a director of the Company, effective immediately, for a term expiring at the 2019 Annual Meeting of Shareholders. No determination has been made as to the committee(s) on which Ms. Sullivan will serve. As a result of Ms. Sullivan's appointment, the size of the Board now consists of ten directors.

Ms. Sullivan is currently the chief operating officer of Rent the Runway, Inc. Previously, she was an executive with AOL, Inc. and Google, Inc., and brings with her a wealth of business, innovation, branding, digital, engineering, and e-commerce expertise. She also currently serves on the board of the non-profit Network for Good.

As a director, Ms. Sullivan will receive compensation consistent with that received by the Company's other non-employee directors, as disclosed in the Company's definitive proxy statement, filed with the Securities and Exchange Commission on March 26, 2018, in connection with the Company's 2018 Annual Meeting of Shareholders.

A copy of the press release regarding this announcement is furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued by Choice Hotels International, Inc., dated November 8, 2018.

**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.

Date: November 8, 2018

**Choice Hotels International, Inc.**

By: /s/ Simone Wu

Name: Simone Wu

Title: Senior Vice President, General Counsel, Corporate  
Secretary & External Affairs