

Ascent Capital Group, Inc.  
Form 8-K  
May 15, 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): May 11, 2018

ASCENT CAPITAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware                              001-34176      26-2735737  
(State or other jurisdiction of      (Commission (I.R.S. Employer  
incorporation or organization)      File Number)      Identification No.)

5251 DTC Parkway, Suite 1000  
Greenwood Village, Colorado 80111  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (303) 628-5600

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.07. Submission of Matters to a Vote of Security Holders

At Ascent Capital Group, Inc.'s (the "Company") annual meeting of stockholders held on May 11, 2018 (the "Annual Meeting"), the following proposals were considered and acted upon by the stockholders of the Company: (1) a proposal to elect Thomas P. McMillin to serve as a Class I member of the Company's board of directors for a three year term; and (2) a proposal to ratify the selection of KPMG LLP as the Company's independent auditors for the fiscal year ending December 31, 2018 (the "Auditor Ratification Proposal"). The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each proposal are set forth below.

Proposal No. 1 - Election of the following Nominee to the Company's Board of Directors

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Thomas P. McMillin	12,887,945	318,911	1,520,250

Accordingly, the foregoing nominee was re-elected to the Company's board of directors.

Proposal No. 2 - The Auditor Ratification Proposal

Votes For	Votes Against	Abstentions	Broker Non-Votes
14,709,015	14,486	3,605	—

Accordingly, the Auditor Ratification Proposal was approved.

SIGNATURE

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

Date: May 15, 2018

ASCENT CAPITAL GROUP, INC.

By: /s/ William E. Niles

Name: William E. Niles

Title: Chief Executive Officer, General Counsel and Secretary