

FIVE STAR QUALITY CARE INC  
Form 8-K  
May 27, 2016

**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 23, 2016**

**Five Star Quality Care, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**  
(State or Other Jurisdiction of  
Incorporation)

**1-16817**  
(Commission File Number)

**04-3516029**  
(IRS Employer Identification No.)

**400 Centre Street, Newton, Massachusetts 02458**  
(Address of Principal Executive Offices) (Zip Code)

**617-796-8387**

(Registrant's Telephone Number, Including Area Code)

## Edgar Filing: FIVE STAR QUALITY CARE INC - Form 8-K

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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In this Current Report on Form 8-K, the term *the Company* refers to *Five Star Quality Care, Inc.*

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

At the annual meeting of stockholders held on May 23, 2016, the Company's stockholders elected Dr. Bruce M. Gans as the Independent Director in Group III of the Board of Directors for a three year term of office until the Company's 2019 annual meeting of stockholders and to serve until his successor shall have been elected and qualified. Dr. Gans received the following votes:

| For        | Withhold   | Broker Non-Votes |
|------------|------------|------------------|
| 25,360,739 | 13,488,178 | 7,307,980        |

The Company's stockholders approved a nonbinding advisory resolution on the compensation paid to the Company's executive officers as disclosed pursuant to Item 402 of Regulation S-K in the Company's proxy statement relating to the Company's 2016 annual meeting of stockholders. This proposal received the following votes:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 25,178,327 | 13,440,209 | 230,381 | 7,307,980        |

The Company's stockholders ratified the appointment of RSM US LLP (formerly McGladrey LLP) as the Company's independent auditors for the fiscal year ending December 31, 2016. This proposal received the following votes:

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 41,582,726 | 3,534,157 | 1,040,014 |                  |

The results reported above are final voting results.

**Item 8.01 Other Events.**

On May 23, 2016, the Company updated its Director compensation arrangements. A summary of the Company's currently effective Director compensation arrangements is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

Consistent with the Company's Director compensation arrangements, on May 23, 2016, the Company granted each of the Company's Directors 10,000 shares of the Company's common stock, valued at \$2.00 per share, the closing price of the Company's common stock on the New York Stock Exchange on that day.

**Item 9.01**

**Financial Statements and Exhibits**

(d) *Exhibits.*

10.1 Summary of Director Compensation

**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.

**FIVE STAR QUALITY CARE, INC.**

|        |                                       |
|--------|---------------------------------------|
| By:    | /s/ Richard A. Doyle, Jr.             |
| Name:  | Richard A. Doyle, Jr.                 |
| Title: | Treasurer and Chief Financial Officer |

Date: May 27, 2016