

Edgar Filing: Live Nation Entertainment, Inc. - Form 8-K

Live Nation Entertainment, Inc.  
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 6, 2018

Live Nation Entertainment, Inc.  
(Exact name of registrant as specified in its charter)

|   |                       |   |
|---|-----------------------|---|
| Delaware  | 001-32601             | 20-3247759                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |

9348 Civic Center Drive  
Beverly Hills, California 90210  
(Address of principal executive offices) (Zip Code)  
(310) 867-7000

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.

(b) On June 6, 2018, effective as of the annual meeting of stockholders (the “Annual Meeting”) of Live Nation Entertainment, Inc. (the “Company”), Jonathan Dolgen and Peggy Johnson retired from the board of directors (the “Board”) of the Company.

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

(b) On June 6, 2018, at the Annual Meeting:

1. Mark Carleton, Ari Emanuel, Ted Enloe, Ping Fu, Jeff Hinson, Jimmy Iovine, Jim Kahan, Greg Maffei, Randall Mays, Michael Rapino, Mark Shapiro and Dana Walden were elected as directors to serve for a term of one year expiring at the annual meeting of stockholders to be held in 2019 or until their successors are elected and qualified; and
2. Ernst & Young LLP was ratified as the Company’s independent registered public accounting firm for the 2018 fiscal year.

The final results of the voting at the Annual Meeting were as follows:

Proposal No. 1 – Election of Directors

| Nominees       | For         | Against    | Abstained | Broker<br>Non-Votes |
|----------------|-------------|------------|-----------|---------------------|
| Mark Carleton  | 160,254,034 | 31,882,866 | 141,037   | 5,030,411           |
| Ari Emanuel    | 162,421,134 | 29,790,398 | 66,405    | 5,030,411           |
| Ted Enloe      | 155,830,932 | 36,375,518 | 71,487    | 5,030,411           |
| Ping Fu        | 191,766,653 | 441,332    | 69,952    | 5,030,411           |
| Jeff Hinson    | 162,803,740 | 29,405,717 | 68,480    | 5,030,411           |
| Jimmy Iovine   | 164,597,107 | 27,614,346 | 66,484    | 5,030,411           |
| Jim Kahan      | 163,314,159 | 28,894,768 | 69,010    | 5,030,411           |
| Greg Maffei    | 125,515,941 | 66,620,597 | 141,399   | 5,030,411           |
| Randall Mays   | 153,771,082 | 38,439,872 | 66,983    | 5,030,411           |
| Michael Rapino | 164,597,597 | 27,616,179 | 64,161    | 5,030,411           |
| Mark Shapiro   | 158,505,223 | 33,704,746 | 67,968    | 5,030,411           |
| Dana Walden    | 191,769,769 | 439,523    | 68,645    | 5,030,411           |

Proposal No. 2 – Ratification of  
Ernst & Young LLP as the  
Company’s Independent Registered  
Public Accounting Firm for 2018

|             |           |           |
|-------------|-----------|-----------|
| For         | Against   | Abstained |
| 194,196,656 | 3,030,874 | 80,818    |

Item 8.01 Other Events.

In connection with their initial election to the Board, on June 6, 2018, Ms. Fu and Ms. Walden each entered into the Company’s form indemnification agreement for directors, which is included as Exhibit 10.1 and incorporated herein by reference. A copy of the press release issued by the Company on June 6, 2018 in respect of Ms. Fu’s and Ms. Walden’s election to the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated into this Item 9.01(d) by reference.

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.

Live Nation  
Entertainment, Inc.

By: /s/ Brian  
Capo  
Brian Capo  
Senior Vice  
President  
and Chief  
Accounting  
Officer

June 8, 2018

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | <u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.23 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the Securities and Exchange Commission on February 25, 2010).</u> |
| 99.1        | <u>Press release issued by Live Nation Entertainment, Inc. on June 6, 2018.</u>   |