

DiamondRock Hospitality Co  
Form 8-K  
May 08, 2014

**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 6, 2014**

**DiamondRock Hospitality Company**  
**(Exact name of registrant as specified in charter)**

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

**001-32514**  
**(Commission**  
**File Number)**

**20-1180098**  
**(IRS Employer**  
**Identification No.)**

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**3 Bethesda Metro Center, Suite 1500**

**Bethesda, MD 20814**

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

**(240) 744-1150**

**(Registrant's telephone number, including area code)**

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))

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

(a) DiamondRock Hospitality Company (the Company) held its annual meeting of stockholders (the Annual Meeting) on May 6, 2014.

(b) The results of the voting at the Annual Meeting were as follows:

1. The following directors were elected to serve until the 2015 annual meeting of stockholders and until their respective successors are duly elected and qualified:

Name	For	Withheld	Broker Non-Votes
Daniel J. Altobello	180,712,258	2,214,088	3,999,243
Mark W. Brugger	182,781,140	145,206	3,999,243
W. Robert Grafton	182,455,372	470,974	3,999,243
Maureen L. McAvey	182,484,639	441,707	3,999,243
William W. McCarten	182,154,245	772,101	3,999,243
Gilbert T. Ray	182,283,325	643,021	3,999,243
Bruce D. Wardinski	182,457,195	469,151	3,999,243

2. The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers.

For	Against	Abstain	Broker Non-Votes
175,121,644	5,706,902	2,097,800	3,999,243

3. The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2014.

For	Against	Abstain
184,645,375	2,253,173	27,041

**SIGNATURE**

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.

DIAMONDROCK HOSPITALITY COMPANY

Date: May 8, 2014

By: /s/ William J. Tennis  
William J. Tennis  
Executive Vice President, General Counsel and  
Corporate Secretary