

CareTrust REIT, Inc.  
Form 8-K  
May 26, 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 25, 2016**

**CareTrust REIT, Inc.**

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

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**905 Calle Amanecer, Suite 300,**

**001-36181**  
**(Commission**

**File Number)**

**46-3999490**  
**(I.R.S. Employer**

**Identification No.)**

**95673**

**San Clemente, CA**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (949) 542-3130**

**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))

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

(a) The annual meeting of stockholders (the Annual Meeting ) of CareTrust REIT, Inc. (the Company ) was held on May 25, 2016.

(b) At the Annual Meeting, the Company s stockholders (i) elected the two nominees identified in the table below to the Board of Directors of the Company to serve as Class II directors until the Company s 2019 annual meeting of stockholders and until their respective successors are elected and qualified and (ii) ratified the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for the year ending December 31, 2016 .

Set forth below are the final voting tallies for the Annual Meeting:

**Election of Directors**

|                  | For        | Withheld  | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| Jon D. Kline     | 43,584,282 | 1,665,626 | 9,469,615        |
| David G. Lindahl | 43,582,488 | 1,667,420 | 9,469,615        |

**Auditor Ratification**

| For        | Against | Abstain |
|------------|---------|---------|
| 54,668,228 | 48,656  | 2,639   |

**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 thereunto duly authorized.

**CARETRUST REIT, INC.**

/s/ William M. Wagner

Name: William M. Wagner

Title: Chief Financial Officer, Treasurer and Secretary

Dated: May 26, 2016