

SINCLAIR BROADCAST GROUP INC
Form 8-K
June 06, 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 Commission File Number 000-26076
event reported) June 2, 2016

SINCLAIR BROADCAST GROUP, INC.
(Exact name of registrant)

Maryland 52-1494660
(State of organization) (I.R.S. Employer Identification Number)

10706 Beaver Dam Road
Hunt Valley, MD 21030
(Address of principal executive offices and zip code)

(410) 568-1500
(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:

- ☐ 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))

SINCLAIR BROADCAST GROUP, INC.

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

The annual meeting of shareholders of Sinclair Broadcast Group, Inc. (the “Company”) was held on June 2, 2016. At the meeting, five items, as set forth in the Proxy Statement, were submitted to the shareholders for a vote.

Proposal 1: Election of Directors

In response to Proposal 1, the shareholders elected all persons nominated for directors as set forth in the Proxy Statement, for a term expiring at the next annual shareholders meeting in 2017 or until their respective successors have been elected and qualified. The table below sets forth the results of the voting for nominated directors:

Election of Directors	For	Against or Withheld	Broker Non-Votes
David D. Smith	290,179,928	13,343,453	9,227,100
Frederick G. Smith	290,176,722	15,346,659	9,227,100
J. Duncan Smith	290,176,621	15,346,760	9,227,100
Robert E. Smith	290,177,427	15,345,954	9,227,100
Howard E. Friedman	302,957,196	2,566,185	9,227,100
Daniel C. Keith	302,144,984	3,378,397	9,227,100
Martin R. Leader	289,277,723	16,245,658	9,227,100
Lawrence E. McCanna	303,079,348	2,444,033	9,227,100

Proposal 2: Ratification of Independent Registered Public Accounting Firm

In response to Proposal 2, the shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors for the fiscal year ending December 31, 2016. The table below sets forth the results of the voting for the ratification of PricewaterhouseCoopers LLP:

For	Against	Abstain	Broker Non-Votes
314,100,841	621,918	27,722	—

Proposal 3: Amendment to the 1998 Employee Stock Purchase Plan

In response to Proposal 3, the shareholders approved the Amendment to the 1998 Employee Stock Purchase Plan. The table below sets forth the results of the voting for the approval of the Amendment to the 1998 Employee Stock Purchase Plan:

For	Against	Abstain	Broker Non-Votes
304,605,416	833,710	84,255	9,227,100

Proposal 4: Amendment to the Company's Charter

In response to Proposal 4, the shareholders approved the Amendment to the Company's Charter. The table below sets forth the results of the voting for the approval of the Amendment to the Company's Charter:

For	Against	Abstain	Broker Non-Votes
296,813,032	17,527,914	409,535	9,227,100

Proposal 5: Shareholder Proposal Relating to Sustainability Reporting

In response to Proposal 5, the shareholders voted against the Shareholder Proposal Relating to Sustainability Reporting. The table below sets forth the results of the voting against the Shareholder Proposal Relating to Sustainability Reporting:

For	Against	Abstain	Broker Non-Votes
22,917,303	275,616,144	6,989,934	9,227,100

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.

SINCLAIR BROADCAST GROUP, INC.

By: /s/ David R. Bochenek
Name: David R. Bochenek
Title: Senior Vice President / Chief Accounting Officer

Dated: June 6, 2016