

Extended Stay America, Inc.
Form 8-K
May 22, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 21, 2014

EXTENDED STAY AMERICA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36190
(Commission
File Number)

46-3140312
(I.R.S. Employer
Identification Number)

11525 N. Community House Road, Suite 100

28277

Charlotte, North Carolina
(Address of principal executive offices) **(Zip code)**
Registrant's telephone number, including area code (980) 345-1600

ESH HOSPITALITY, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of | 001-36191 (Commission | 27-3559821 (I.R.S. Employer |
| incorporation or organization) | File Number) | Identification Number) |

11525 N. Community House Road, Suite 100

Charlotte, North Carolina **28277**
(Address of principal executive offices) **(Zip code)**
Registrant's telephone number, including area code (980) 345-1600

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.

On May 21, 2014, Extended Stay America, Inc. (Extended Stay) held its 2014 Annual Meeting of Shareholders (the Extended Stay Annual Meeting). At the Extended Stay Annual Meeting, shareholders voted on the matters disclosed in Extended Stay s Proxy Statement filed with the Securities and Exchange Commission on April 15, 2014 (the Extended Stay Proxy Statement). The final voting results for the matters submitted to a vote of shareholders were as follows:

Item 1 Election of Directors

At the Extended Stay Annual Meeting, Extended Stay s shareholders elected the persons listed below as directors to hold office until the 2015 annual meeting of shareholders or until their successors are duly elected and qualified:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|
| Douglas G. Geoga | 195,631,983 | 43,579 | 3,252,320 |
| A.J. Agarwal | 185,985,408 | 9,690,154 | 3,252,320 |
| Michael A. Barr | 185,985,208 | 9,690,354 | 3,252,320 |
| James L. Donald | 189,675,562 | 6,000,000 | 3,252,320 |
| William A. Kussell | 194,993,910 | 681,652 | 3,252,320 |
| William D. Rahm | 185,983,330 | 9,692,232 | 3,252,320 |
| Richard F. Wallman | 193,764,440 | 1,911,122 | 3,252,320 |

Item 2 Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm

Extended Stay s shareholders ratified the appointment of Deloitte & Touche LLP as Extended Stay s independent registered public accounting firm for the fiscal year ending December 31, 2014.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 198,915,149 | 10,647 | 2,086 | |

Item 3 Advisory Vote on Executive Compensation

Extended Stay s shareholders approved, on an advisory basis, the compensation paid to Extended Stay s named executive officers as disclosed in the Extended Stay Proxy Statement.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 195,651,619 | 22,705 | 1,238 | 3,252,320 |

Item 4 Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

Extended Stay s shareholders voted, on an advisory basis, to hold an advisory vote on executive compensation every three years by the following votes:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|------------|-----------------|-------------------|-------------|------------------|
| 25,793,335 | 314,569 | 169,558,456 | 9,202 | 3,252,320 |

Extended Stay has considered these results and determined that Extended Stay will hold a non-binding advisory vote on executive compensation every three years.

On May 21, 2014, ESH Hospitality, Inc. (ESH REIT) held its 2014 Annual Meeting of Shareholders (the ESH REIT Annual Meeting). At the ESH REIT Annual Meeting, shareholders voted on the matters disclosed in ESH REIT s Proxy Statement filed with the Securities and Exchange Commission on April 15, 2014 (the ESH REIT Proxy Statement). The final voting results for the matters submitted to a vote of shareholders were as follows:

Item 1 Election of Directors

At the ESH REIT Annual Meeting, ESH REIT's shareholders elected the persons listed below as directors to hold office until the 2015 annual meeting of shareholders or until their successors are duly elected and qualified:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| Douglas G. Geoga | 446,200,286 | 675,087 | 3,249,573 |
| Christopher K. Daniello | 428,625,975 | 18,249,398 | 3,249,573 |
| Kevin W. Dinnie | 428,625,975 | 18,249,398 | 3,249,573 |
| Ty E. Wallach | 428,625,975 | 18,249,398 | 3,249,573 |
| Richard F. Wallman | 444,964,138 | 1,911,235 | 3,249,573 |

Item 2 Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm

ESH REIT's shareholders ratified the appointment of Deloitte & Touche LLP as ESH REIT's independent registered public accounting firm for the fiscal year ending December 31, 2014.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 450,111,886 | 10,911 | 2,149 | |

Item 3 Advisory Vote on Executive Compensation

ESH REIT's shareholders approved, on an advisory basis, the compensation paid to ESH REIT's named executive officers as disclosed in the ESH REIT Proxy Statement.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 446,109,697 | 764,841 | 835 | 3,249,573 |

Item 4 Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

ESH REIT's shareholders voted, on an advisory basis, to hold an advisory vote on executive compensation every three years by the following votes:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Votes |
|-------------------|------------------------|--------------------------|--------------------|-------------------------|
| 26,453,054 | 275,913 | 420,138,017 | 8,389 | 3,249,573 |

ESH REIT has considered these results and determined that ESH REIT will hold a non-binding advisory vote on executive compensation every three years.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the Registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EXTENDED STAY AMERICA, INC.

Date: May 21, 2014

By: /s/ Ross W. McCanless

Name: Ross W. McCanless

Title: Chief Legal Officer and General Counsel

ESH HOSPITALITY, INC.

Date: May 21, 2014

By: /s/ Ross W. McCanless

Name: Ross W. McCanless

Title: Chief Legal Officer