

Gaming & Leisure Properties, Inc.
Form 8-K
June 24, 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): **June 19, 2014**

GAMING AND LEISURE PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA
(State or Other Jurisdiction of
Incorporation or Organization)

001-36124
(Commission file number)

46-2116489
(IRS Employer Identification Number)

825 Berkshire Blvd., Suite 400

Wyomissing, PA 19610

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(Address of principal executive offices)

610-401-2900

(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.

On June 19, 2014, the Company held its Annual Meeting of Shareholders (the "Annual Meeting"). A total of 112,167,033 shares of the Company's common stock were entitled to vote as of April 16, 2014, the record date for the Annual Meeting, of which 104,940,283 were present in person or by proxy at the Annual Meeting. The following is a summary of the final voting results for each matter presented to shareholders.

PROPOSAL 1: Election of Two Class I Directors to hold office until the 2017 Annual Meeting of Shareholders.

| Nominee | For | Withheld | Broker Non-Votes |
|-------------------------|------------|------------|------------------|
| Joseph W. Marshall, III | 76,828,612 | 17,507,634 | 10,603,516 |
| E. Scott Urdang | 79,803,155 | 14,533,612 | 10,603,516 |

PROPOSAL 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year ending December 31, 2014.

| For | Against | Abstentions | Broker Non-Votes |
|-------------|---------|-------------|------------------|
| 104,788,539 | 120,026 | 31,718 | |

PROPOSAL 3: Approval on an advisory (non-binding) basis, of the Company's named executive officer compensation.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 92,631,018 | 400,082 | 1,305,667 | 10,603,516 |

PROPOSAL 4: Approval on an advisory (non-binding) basis, of the frequency of future advisory votes to approve executive compensation.

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|------------|-------------|------------------|
| 46,602,648 | 202,075 | 47,020,960 | 511,084 | 10,603,516 |

In accordance with the shareholder vote on proposal 4, the Company has decided to hold an advisory vote on executive compensation every three years until the next required vote on the frequency of such votes.

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.

Dated: June 24, 2014

GAMING AND LEISURE PROPERTIES, INC.

| | | |
|--------|----------------------|---|
| By: | /s/ Brandon J. Moore | |
| Name: | | Brandon J. Moore |
| Title: | | Senior Vice President, General Counsel and Secretary |