

CHOICE HOTELS INTERNATIONAL INC /DE

Form 8-K

August 10, 2017

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): August 4, 2017

CHOICE HOTELS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1 Choice Hotels Circle, Suite 400, Rockville, Maryland

001-13393
(Commission

File Number)

52-1209792
(IRS Employer

Identification Number)

20850

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (301) 592-5000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Choice Hotels International, Inc. (the Company) announced on August 10, 2017 that it is accelerating its Chief Executive Officer succession plan, previously announced on July 13, 2017. Effective September 12, 2017, Patrick S. Pacious will replace Stephen P. Joyce as the Chief Executive Officer and will thereafter serve as the Company's President and Chief Executive Officer. On August 4, 2017, Mr. Joyce notified the Company of his resignation as the Chief Executive Officer and from the Board of Directors effective September 11, 2017.

On August 9, 2017, the Company's Board of Directors appointed Patrick S. Pacious as a director effective September 12, 2017 for a term expiring at the 2018 Annual Meeting of Shareholders. Mr. Pacious will not receive any compensation for service as director.

A copy of the press release regarding this announcement is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release issued by Choice Hotels International, Inc., dated August 10, 2017.

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 hereunto duly authorized.

Date: August 10, 2017

/s/ Simone Wu

Simone Wu

Senior Vice President, General Counsel, Corporate

Secretary & External Affairs