

VAIL RESORTS INC
Form 8-K
March 19, 2019

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): March 14, 2019

Vail Resorts, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 001-09614 51-0291762
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

390 Interlocken Crescent 80021
Broomfield, Colorado
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (303) 404-1800

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 materials 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.

On March 14, 2019, Roland A. Hernandez communicated to the Board of Directors (the “Board”) of Vail Resorts, Inc. (the “Company”) his intention not to stand for re-election to the Board at the end of his current term, which ends on the date of the Company’s 2019 Annual Meeting of Stockholders. Mr. Hernandez will also resign as a member of the Audit Committee of the Company effective as of March 14, 2019, but will remain in his positions as Lead Independent Director and Chair of the Nominating and Governance Committee until such time as the Board has named a replacement for these positions.

Mr. Hernandez’s decision was due to his desire to focus his time on other priorities, including additional board-level responsibilities that he has taken on for another company, and was not due to any disagreement with the Company relating to its operations, policies or practices.

On March 19, 2019, the Company issued a press release regarding Mr. Hernandez’s resignation from the Board, which is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

A list of exhibits furnished herewith is contained on the Exhibit Index which immediately precedes such exhibits and is incorporated herein by reference.

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.

Vail Resorts, Inc.

Date: March 19, 2019 By: /s/ David T. Shapiro
David T. Shapiro
Executive Vice President, General Counsel & Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Press Release dated March 19, 2019</u>