

BOYD GAMING CORP
Form 8-K
May 31, 2013

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): May 16, 2013

Boyd Gaming Corporation
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|---------------------------------------|--|
| Nevada (State or Other Jurisdiction of Incorporation) | 001-12882 (Commission File Number) | 88-0242733 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|--|

3883 Howard Hughes Parkway, Ninth Floor
Las Vegas, Nevada 89169
(Address of Principal Executive Offices, Including Zip Code)

(702) 792-7200
(Registrant's Telephone Number, Including Area Code)

(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:

- c Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- c Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- c Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- c 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.

At the 2013 Annual Meeting of Stockholders (the “Annual Meeting”) of Boyd Gaming Corporation (the “Company”), held on May 16, 2013, the following proposals were voted on by the Company's stockholders, as set forth below:

Proposal 1. Election of Directors

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------------------|------------|----------------|------------------|
| Robert L. Boughner | 67,443,344 | 1,852,717 | 11,374,574 |
| William R. Boyd | 68,117,206 | 1,178,855 | 11,374,574 |
| William S. Boyd | 68,102,682 | 1,187,379 | 11,374,574 |
| Richard E. Flaherty | 68,976,605 | 319,456 | 11,374,574 |
| Thomas V. Girardi | 68,863,436 | 432,625 | 11,374,574 |
| Marianne Boyd Johnson | 68,111,784 | 1,184,277 | 11,374,574 |
| Maj. Gen. Billy G. McCoy, Ret. USAF | 68,841,891 | 454,170 | 11,374,574 |
| Frederick J. Schwab | 68,862,186 | 433,875 | 11,374,574 |
| Keith E. Smith | 68,826,444 | 469,617 | 11,374,574 |
| Christine J. Spadafor | 68,956,701 | 339,360 | 11,374,574 |
| Peter M. Thomas | 68,993,020 | 303,041 | 11,374,574 |
| Veronica J. Wilson | 68,761,231 | 534,830 | 11,374,574 |

Each of the director nominees were elected to serve as a director until the 2014 Annual Meeting of Stockholders and until their respective successors are elected and qualified.

Proposal 2. Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2013.

| | | |
|------------|---------------|---------|
| Votes For | Votes Against | Abstain |
| 80,343,849 | 274,739 | 52,047 |

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified.

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.

Date: May 31, 2013

Boyd Gaming Corporation

/s/ Anthony D. McDuffie

Anthony D. McDuffie

Vice President and Chief Accounting Officer