

Hilton Worldwide Holdings Inc.  
Form 8-K  
October 07, 2016

**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): October 4, 2016**

**Hilton Worldwide Holdings Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-36243**  
**(Commission**

**27-4384691**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**7930 Jones Branch Drive, Suite 1100, McLean, Virginia 22102**

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**(Address of Principal Executive Offices) (Zip Code)**

**(703) 883-1000**

**(Registrant's Telephone Number, Including Area Code)**

**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 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 October 4, 2016, Hilton Worldwide Holdings Inc. (the Company) held a special meeting of stockholders (the Special Meeting). At the Special Meeting, the Company's stockholders voted on two proposals described in the Company's definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 8, 2016. The final voting results are as follows:

***Proposal No. 1 Amendment to Certificate of Incorporation***

The Company's stockholders voted upon and approved three alternative amendments to the Company's amended and restated certificate of incorporation to (i) effect a reverse stock split of the Company's common stock at a ratio determined by the Company's board of directors from the three designated alternatives and (ii) if and when the reverse stock split is effected, reduce the number of authorized shares of the Company's common stock by the approved reverse split ratio.

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 950,829,403           | 1,126,858                 | 777,360            |                         |

***Proposal No. 2 Adjournment of Special Meeting***

The Company's stockholders voted upon and approved a proposal to adjourn the Special Meeting, if necessary or advisable (as determined by the Company), to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve Proposal No. 1.

| <b>Votes Cast For</b> | <b>Votes Cast Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|---------------------------|--------------------|-------------------------|
| 935,816,343           | 16,753,471                | 163,807            |                         |

**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.

HILTON WORLDWIDE HOLDINGS INC.

By: /s/ Kevin J. Jacobs

Name: Kevin J. Jacobs

Title: Executive Vice President and

Chief Financial Officer

Date: October 7, 2016