

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**

(State or Other Jurisdiction of Incorporation)

**001-09614**

(Commission File Number)

**51-0291762**

(IRS Employer Identification No.)

**390 Interlocken Crescent  
Broomfield, Colorado**

(Address of Principal Executive Offices)

**80021**

(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.

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**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**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press Release dated March 19, 2019</a>

# VAIL RESORTS®

EXPERIENCE OF A LIFETIME™

Investor Relations: Bo Heitz, (303) 404-1800, [InvestorRelations@vailresorts.com](mailto:InvestorRelations@vailresorts.com)

Media Relations: Carol Fabrizio, (720) 524-5025, [cfabrizio@vailresorts.com](mailto:cfabrizio@vailresorts.com)

## Vail Resorts Announces Director Roland Hernandez to Resign from Board

**BROOMFIELD, Colo. - March 19, 2019** - Vail Resorts, Inc. (NYSE: MTN) announced today that Roland Hernandez, member of the Vail Resorts' Board of Directors, will not 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 remain in his position 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 has been a director of the Company since December 2002 and Lead Independent Director since March 2009.

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. The Company deeply appreciates Mr. Hernandez's years of dedicated and valued service to the Board.

"Roland has been an integral part of Vail Resorts' Board for over 16 years, providing incredible insight and guidance to the Company and management during a time of tremendous growth and change for the Company" said Rob Katz, Chairman and Chief Executive Officer. "On behalf of the entire Vail Resorts Board of Directors and management team, I want to express our deepest appreciation for all of Roland's contributions and wish him nothing but the best with his current and future opportunities."

The Company will begin searching for a replacement director immediately.

## About Vail Resorts, Inc. (NYSE: MTN)

Vail Resorts, Inc., through its subsidiaries, is the leading global mountain resort operator. Vail Resorts' subsidiaries operate 15 world-class mountain resorts and three urban ski areas, including Vail, Beaver Creek, Breckenridge, Keystone and Crested Butte in Colorado; Park City in Utah; Heavenly, Northstar and Kirkwood in the Lake Tahoe area of California and Nevada; Whistler Blackcomb in British Columbia, Canada; Perisher in Australia; Stowe and Okemo in Vermont; Mt. Sunapee in New Hampshire; Stevens Pass in Washington; Wilmot Mountain in Wisconsin; Afton Alps in Minnesota and Mt. Brighton in Michigan. Vail Resorts owns and/or manages a collection of casually elegant hotels under the RockResorts brand, as well as the Grand Teton Lodge Company in Jackson Hole, Wyo. Vail Resorts Development Company is the real estate planning and development subsidiary of Vail Resorts, Inc. Vail Resorts is a publicly held company traded on the New York Stock Exchange (NYSE: MTN). The Vail Resorts company website is [www.vailresorts.com](http://www.vailresorts.com) and consumer website is [www.snow.com](http://www.snow.com).