

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): **December 5, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value	MTN	New York Stock Exchange

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 December 5, 2019, the Board of Directors (the “Board”) of Vail Resorts, Inc. (the “Company”), based on the recommendation of the Nominating and Governance Committee of the Board, appointed Nadia Rawlinson as a director of the Company, to fill the vacancy created on the Board by the departure of Roland Hernandez and to serve until her successor is elected and qualified or until her earlier resignation or removal.

Ms. Rawlinson, age 40, has served as the Chief Human Resources Officer of Live Nation Entertainment, Inc. since June 2016. Previously, Ms. Rawlinson was the Chief Human Resources Officer of Rakuten Americas, part of Japan-based Rakuten Group, one of the largest internet services companies in the world. Before joining Rakuten Americas, Ms. Rawlinson served in various human resources and business leadership roles at Groupon (2012-2015), American Express (2011-2012), and Rent the Runway (2010-2011). Ms. Rawlinson received her Bachelor of Arts from Stanford University and a Master of Business Administration from Harvard University.

There are no arrangements or understandings between Ms. Rawlinson and the Company or any other person pursuant to which she was appointed to the Board. There are no related party transactions between the Company and Ms. Rawlinson that would require disclosure under Item 404(a) of Regulation S-K. As a non-employee director, Ms. Rawlinson will participate in the Company’s standard compensation arrangements for non-employee directors.

A copy of the press release announcing the appointment of Ms. Rawlinson to the Board is attached hereto as Exhibit 99.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”) on Thursday, December 5, 2019. At the Annual Meeting, stockholders of the Company: (1) elected the eight director nominees named in the proxy statement and listed below; (2) ratified the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending July 31, 2020; and (3) on an advisory basis, voted to approve the compensation of the Company’s named executive officers. The final voting results by the Company’s stockholders on these matters at the Annual Meeting are as follows:

1. Election of Directors.

NOMINEE	VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
Susan L. Decker	34,142,513	855,136	14,781	2,205,884
Robert A. Katz	34,450,797	535,617	26,016	2,205,884
John T. Redmond	34,753,551	243,604	15,275	2,205,884
Michele Romanow	34,963,343	34,153	14,934	2,205,884
Hilary A. Schneider	34,963,723	33,989	14,718	2,205,884
D. Bruce Sewell	34,601,872	395,686	14,872	2,205,884
John F. Sorte	34,067,213	929,536	15,681	2,205,884
Peter A. Vaughn	34,965,148	31,964	15,318	2,205,884

2. Ratification of Selection of Auditors.

VOTES FOR	VOTES AGAINST	ABSTENTIONS
36,988,815	208,202	21,297

3. Advisory Vote on Executive Compensation.

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
29,947,618	5,050,633	14,179	2,205,884

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated December 5, 2019

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: December 5, 2019

By: _____ /s/ David T. Shapiro
David T. Shapiro
Executive Vice President, General Counsel & Secretary

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Nadia Rawlinson Appointed to Vail Resorts Board of Directors

BROOMFIELD, Colo. - Dec. 5, 2019 - Vail Resorts, Inc. (NYSE: MTN) today announced that Nadia Rawlinson has been appointed to the Company's board of directors.

Nadia Rawlinson is the chief human resources officer at Live Nation Entertainment, Inc. Since joining Live Nation in June 2016, Rawlinson has led global human resources strategy and workforce development efforts across the company's 35,000 employees. Previously, Rawlinson was chief human resources officer at Rakuten Americas, a division of one of the largest internet services companies in the world, and held several leadership roles at Groupon, American Express, and Rent the Runway.

"We are thrilled to have Nadia join our board," said Rob Katz, chairman and chief executive officer of Vail Resorts. "Nadia has had an incredible career in a number of experience-driven, leading companies and adds extensive global expertise in human resources to our board of directors, which will be a critical asset for us as we continue to focus on acquiring great talent, developing strong leaders, and growing our global footprint."

Rawlinson currently serves as co-chair of the CHRO Board Academy, a national convening of chief human resources officers; is a board advisor to venture-backed Entelo, Inc., a popular recruiting technology platform; and is a founding member of the Allbright Collective, a professional women-centered network. She also serves as chair of the Stanford University Alumni Committee on Trustee Nominations. Nadia was recently elected to the Executive Leadership Council and was recognized by Black Enterprise Magazine as one of the "Most Powerful Women in Corporate America" in 2019 and one of the "300 Most Powerful Executives in Corporate America" in 2018.

Nadia received her Bachelor of Arts from Stanford University and her Master of Business Administration from Harvard Business School.

Nadia grew up in Seattle, frequently skiing Whistler Blackcomb, Stevens Pass and other resorts in the Pacific Northwest region. She currently lives in Los Angeles with her husband.

Rawlinson fills the board seat previously held by Roland Hernandez, whose term ended December 5, 2019. Rawlinson is the Company's ninth board member, joining Sue Decker, Rob Katz, John Redmond, Michele Romanow, Hilary Schneider, Bruce Sewell, John Sorte, and Peter Vaughn.

About Vail Resorts, Inc. (NYSE: MTN)

Vail Resorts, Inc., through its subsidiaries, is the leading global mountain resort operator. Vail Resorts' subsidiaries operate 37 world-class mountain resorts and 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, Falls Creek and Hotham in Australia; Stowe, Mount Snow, Okemo in Vermont; Hunter Mountain in New York; Mount Sunapee, Attitash, Wildcat and Crotched in New Hampshire; Stevens Pass in Washington; Liberty, Roundtop, Whitetail, Jack Frost and Big Boulder in Pennsylvania; Alpine Valley, Boston Mills, Brandywine and Mad River in Ohio; Hidden Valley and Snow Creek in Missouri; Wilmot in Wisconsin; Afton Alps in Minnesota; Mt. Brighton in Michigan; and Paoli Peaks in Indiana. 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 and consumer website is www.epicpass.com