

TRAVELZOO
Form 8-K
May 16, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 15, 2018

Travelzoo
(Exact name of registrant as specified in its charter)

Delaware 000-50171 36-4415727
(State or Other (Commission (I.R.S. Employer
Jurisdiction of File Number) Identification No.)
Incorporation)

590 Madison Avenue, 37th 10022
Floor
New York, New York
(Address of principal (Zip Code)
executive offices)

Registrant's telephone number, including area
code (212) 484-4900
(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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company 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 ☐

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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 5.07 Submission of Matters to a Vote of Security Holders.

At the 2018 Annual Meeting of Stockholders of Travelzoo held on May 15, 2018 in Mountain View, California, the following actions were taken.

Travelzoo's stockholders elected Ralph Bartel, Rachel Barnett, Carrie Liquan Liu, Mary Reilly and Beatrice Tarka to serve on the Board of Directors until the next annual meeting of stockholders. The voting results are:

| | Votes For | Votes Withheld |
|-------------------|-----------|-------------------|
| Ralph Bartel | 9,735,028 | 30,974 |
| Rachel Barnett | 9,731,894 | 34,108 |
| Carrie Liquan Liu | 9,749,654 | 16,348 |
| Mary Reilly | 9,686,192 | 79,810 |
| Beatrice Tarka | 9,749,454 | 16,548 |

Ms. Liu, Ms. Reilly, and Ms. Tarka will serve as independent directors in accordance with the listing standards of the NASDAQ Stock Market.

The proposal regarding the stock option grant to an executive officer under the non-qualified stock option agreement was approved. The voting results are:

| | | |
|-----------|---------------|---------|
| Votes For | Votes Against | Abstain |
| 9,642,184 | 118,706 | 5,112 |

The proposal regarding the non-binding advisory vote on the compensation of named executive officers was approved. The voting results are:

| | | |
|-----------|---------------|---------|
| Votes For | Votes Against | Abstain |
| 9,566,045 | 189,623 | 10,334 |

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.

TRAVELZOO

Date: May 16, 2018 By: /s/ Glen Ceremony
Glen Ceremony
Chief Financial Officer