

CHOICE HOTELS INTERNATIONAL INC /DE  
Form 8-K  
December 22, 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): December 21, 2016

---

CHOICE HOTELS INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

---

Delaware                                      001-13393      52-1209792  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      Identification Number)

1 Choice Hotels Circle, Suite 400, Rockville, Maryland      20850  
(Address of principal executive offices)                                      (Zip Code)  
Registrant's telephone number, including area code (301) 592-5000

---

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))
-

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Offices;  
Item 5.02. Compensatory Arrangements of Certain Officers.

(b) On December 21, 2016, Gordon A. Smith informed the Board of Directors of Choice Hotels International, Inc. (the “Company”) that he will not stand for re-election as director of the Company upon the expiration of his term at the Company’s 2017 Annual Meeting of Shareholders. Mr. Smith’s decision not to stand for re-election was not due to a disagreement with the Company.

---

**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.

Date: December 22, 2016     /s/ Simone Wu  
   Simone Wu  
   Senior Vice President, General Counsel & Corporate Secretary