

PRICE T ROWE GROUP INC  
Form 8-K  
May 02, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 26, 2018

T. Rowe Price Group, Inc.  
(Exact name of registrant as specified in its charter)

Maryland 000-32191 52-2264646  
(State of (Commission (IRS Employer  
incorporation) File Number) Identification No.)  
100 East Pratt Street, Baltimore, Maryland 21202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (410) 345-2000

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))

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 (§240.12-2 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. "

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

The annual meeting of our stockholders was held on April 26, 2018. The proxy statement and solicitation pertaining to this meeting were previously filed with the Commission on March 16, 2018. Shares eligible to vote were 244,597,454 at the record date of February 23, 2018.

The tabulation of votes for each proposal voted on by stockholders was as follows:

## Proposal 1 - Election of Directors

| Nominee                       | For         | Against   | Abstain   | Broker Non-Vote |
|-------------------------------|-------------|-----------|-----------|-----------------|
| Mark S. Bartlett              | 181,934,149 | 438,141   | 145,382   | 33,055,785      |
| Edward C. Bernard             | 179,240,525 | 3,120,332 | 156,815   | 33,055,785      |
| Mary K. Bush                  | 181,685,628 | 685,025   | 147,019   | 33,055,785      |
| H. Lawrence Culp, Jr.         | 182,056,371 | 294,335   | 166,966   | 33,055,785      |
| Dr. Freeman A. Hrabowski, III | 182,001,767 | 382,618   | 133,287   | 33,055,785      |
| Robert F. MacLellan           | 179,330,569 | 2,108,900 | 1,078,203 | 33,055,785      |
| Brian C. Rogers               | 179,248,156 | 2,101,849 | 1,167,667 | 33,055,785      |
| Olympia J. Snowe              | 181,384,636 | 967,898   | 165,138   | 33,055,785      |
| William J. Stromberg          | 182,046,941 | 324,290   | 146,441   | 33,055,785      |
| Richard R. Verma              | 182,126,006 | 230,425   | 161,241   | 33,055,785      |
| Sandra S. Wijnberg            | 182,152,547 | 213,942   | 151,183   | 33,055,785      |
| Alan D. Wilson                | 182,066,472 | 295,545   | 155,655   | 33,055,785      |

## Proposal 2 - Advisory Vote on the Compensation Paid to Our Named Executive Officers

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 174,894,237 | 5,972,216 | 1,651,219 | 33,055,785      |

## Proposal 3 - Charter Amendment to Eliminate the Provision That Limits Voting of Share Ownership to 15% of the Outstanding Shares

| For         | Against   | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 179,735,604 | 1,944,892 | 837,176 | 33,055,785      |

## Proposal 4 - Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm for 2018

| For         | Against   | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 208,942,924 | 6,429,785 | 200,748 | —               |

## Item 8.01. Other Events.

On April 25, 2018, the Board of Directors of T. Rowe Price Group, Inc. (the "Company") approved a 10 million share increase in the Company's authorization to repurchase shares of its common stock. This brings the total repurchase authorization to 21.0 million shares of the Company's outstanding common stock. Repurchases may be effected from time to time on the open market or in privately negotiated transactions.

A press release announcing the increase in the share repurchase authorization is filed as Exhibit 99.1 hereto.



Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated April 26, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

T. Rowe Price Group, Inc.

By: /s/ David Oestreicher

David Oestreicher

Vice President, Chief Legal Counsel and Corporate Secretary

Date: May 2, 2018