

GAYLORD ENTERTAINMENT CO /DE
Form 8-K
May 11, 2011

**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): May 11, 2011 (May 5, 2011)**

GAYLORD ENTERTAINMENT COMPANY
(Exact name of registrant as specified in its charter)

Delaware

1-13079

73-0664379

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**One Gaylord Drive
Nashville, Tennessee**

37214

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(615) 316-6000**

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

At the Annual Meeting of Stockholders (the Annual Meeting) of Gaylord Entertainment Company (the Company) held on May 5, 2011 at the Gaylord Opryland Resort and Convention Center in Nashville, Tennessee, the Company's stockholders approved the Gaylord Entertainment Company Amended and Restated 2006 Omnibus Incentive Plan (the 2006 Plan), effective as of May 5, 2011 (the Effective Date). A brief description of the 2006 Plan is included in the Company's definitive proxy statement for the Annual Meeting previously filed with the Securities and Exchange Commission and is incorporated herein by reference.

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

At the Annual Meeting, a total of 46,020,748 shares of the Company's common stock, out of a total of 48,327,497 shares of common stock outstanding and entitled to vote, were present in person or represented by proxies. The following proposals were voted on and approved by the Company's stockholders at the Annual Meeting:

1. Election to the Company's Board of Directors of the following 11 director nominees:

| | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Glenn J. Angiolillo | 43,219,927 | 424,035 | 2,376,786 |
| Michael J. Bender | 43,213,553 | 430,409 | 2,376,786 |
| E.K. Gaylord II | 42,595,085 | 1,048,877 | 2,376,786 |
| Ralph Horn | 43,220,193 | 423,769 | 2,376,786 |
| David W. Johnson | 41,354,063 | 2,289,899 | 2,376,786 |
| Ellen Levine | 43,461,017 | 182,945 | 2,376,786 |
| Terrell T. Philen, Jr. | 43,493,325 | 150,637 | 2,376,786 |
| Robert S. Prather, Jr. | 43,287,770 | 356,192 | 2,376,786 |
| Colin V. Reed | 42,947,158 | 696,804 | 2,376,786 |
| Michael D. Rose | 43,311,717 | 332,245 | 2,376,786 |
| Michael I. Roth | 43,004,129 | 639,833 | 2,376,786 |

2. Ratification of selection of Ernst & Young LLP as the Company's registered independent public accounting firm for 2011:

| For | Against | Abstentions |
|------------|---------|-------------|
| 45,106,169 | 883,632 | 30,947 |

3. Approval of the Gaylord Entertainment Company Amended and Restated 2006 Omnibus Incentive Plan:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 38,987,783 | 4,528,727 | 127,452 | 2,376,786 |

4. Adoption of a non-binding advisory resolution on the Company's executive compensation as described in the Company's 2011 proxy statement (say-on-pay):

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 39,084,928 | 1,696,069 | 2,862,965 | 2,376,786 |

5. Adoption of a non-binding advisory recommendation that the Company conduct future say-on-pay votes:

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|-----------|-------------|------------------|
| 38,015,466 | 184,396 | 2,535,642 | 2,908,458 | 2,376,786 |

On May 5, 2011, following the Annual Meeting, the Company's Board of Directors adopted a resolution providing that an advisory vote on executive compensation would be held every year until the next required advisory vote on the frequency of such votes occurs.

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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.

GAYLORD ENTERTAINMENT COMPANY

Date: May 11, 2011

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary