

Grand Canyon Education, Inc.  
Form 8-K  
June 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): June 22, 2016 (June 16, 2016)**

**Grand Canyon Education, Inc.**

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

**Delaware**  
**(State or other Jurisdiction**

**of Incorporation)**

**001-34211**  
**(Commission**

**File Number)**

**20-3356009**  
**(IRS Employer**

**Identification No.)**

**3300 W. Camelback Road**

**85017**

**Phoenix, Arizona**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (602) 639-7500**

**(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))

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

On June 16, 2016, Grand Canyon Education, Inc., a Delaware corporation (the Company) held its 2016 Annual Meeting of Stockholders. The total number of shares of the Company's common stock, par value of \$0.01 per share, voted in person or by proxy at the Annual Meeting was 42,347,551, representing approximately 91% of the 46,619,009 shares that were outstanding and entitled to vote. The following matters, which were described in the Company definitive Proxy Statement filed with the Securities and Exchange Commission on April 29, 2016, were voted upon at the Annual Meeting, and the number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, with respect to each such matter is set forth below.

- 1) The stockholders elected the nominees listed below as Directors of the Company, each to serve until the Company's 2017 Annual Meeting of Stockholders or until his or her respective successor is elected and qualified or until his or her earlier resignation or removal.

|                     | For        | Against   | Abstain | Non Votes |
|---------------------|------------|-----------|---------|-----------|
| Brent D. Richardson | 40,653,835 | 767,739   | 88,511  | 837,466   |
| Brian E. Mueller    | 41,404,323 | 17,851    | 87,911  | 837,466   |
| David J. Johnson    | 36,675,130 | 4,747,009 | 87,946  | 837,466   |
| Jack A. Henry       | 36,915,694 | 4,506,480 | 87,911  | 837,466   |
| Bradley A. Casper   | 40,758,152 | 664,099   | 87,834  | 837,466   |
| Kevin F. Warren     | 41,107,018 | 315,121   | 87,946  | 837,466   |
| Sara R. Dial        | 36,683,082 | 4,735,469 | 91,534  | 837,466   |

- 2) The stockholders approved the provisions of our Annual Cash Incentive Plan setting forth the material terms of the performance goals in accordance with Internal Revenue Code Section 162(m).

|                     | For        | Against | Abstain | Broker Non Votes |
|---------------------|------------|---------|---------|------------------|
| Cash Incentive Plan | 40,435,167 | 295,070 | 779,848 | 837,466          |

- 3) The stockholders approved the provisions of our 2008 Equity Incentive Plan setting forth the material terms of the performance goals in accordance with Internal Revenue Code Section 162(m).

|                       | For        | Against    | Abstain | Broker Non Votes |
|-----------------------|------------|------------|---------|------------------|
| Equity Incentive Plan | 27,106,629 | 13,623,551 | 779,905 | 837,466          |

- 4) The stockholders approved an amendment to our Amended and Restated Certificate of Incorporation to remove a provision that has been determined to be invalid.

|           | For        | Against | Abstain | Broker Non Votes |
|-----------|------------|---------|---------|------------------|
| Amendment | 41,400,698 | 7,258   | 102,129 | 837,466          |

- 5) The stockholders approved, on an advisory basis, the compensation of our named executive officers.

|                          | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non Votes</b> |
|--------------------------|------------|----------------|----------------|-------------------------|
| Compensation of Officers | 39,425,147 | 1,617,177      | 467,761        | 837,466                 |

- 6) The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

|                          | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--------------------------|------------|----------------|----------------|
| Ratification of KPMG LLP | 42,193,434 | 65,092         | 89,025         |

**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, thereunto duly authorized.

GRAND CANYON EDUCATION, INC.

Date: June 22, 2016

By: /s/ Daniel E. Bachus  
Daniel E. Bachus  
Chief Financial Officer  
(Principal Financial and Principal Accounting  
Officer)