

LAMAR ADVERTISING CO/NEW  
Form 8-K  
May 23, 2014

**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 21, 2014**

**LAMAR ADVERTISING COMPANY**

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

**Delaware**  
**(State or other jurisdiction**

**0-30242**  
**(Commission**

**72-1449411**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**5321 Corporate Boulevard, Baton Rouge, Louisiana 70808**

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**(Address of principal executive offices and zip code)**

**(225) 926-1000**

**(Registrant's telephone number, including area code)**

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))

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

On May 21, 2014, the Company held its 2014 Annual Meeting of Stockholders (the 2014 Annual Meeting). Only stockholders of record as of the close of business on March 24, 2014 were entitled to vote at the 2014 Annual Meeting. As of March 24, 2014, 80,461,870 shares of Class A common stock, 14,610,365 shares of Class B common stock, and 5,718 whole shares of Series AA preferred stock were outstanding and entitled to vote at the 2014 Annual Meeting. With respect to the matters submitted for vote at the 2014 Annual Meeting, each share of Class A Common Stock is entitled to one vote, each share of Class B Common Stock is entitled to ten votes, and each share of Series AA Preferred Stock is entitled to one vote. At the 2014 Annual Meeting, 72,891,952 shares of Class A common stock, all 14,610,365 shares of Class B common stock, and 3,134 shares of Series AA preferred stock of the Company were represented, in person or by proxy, constituting a quorum for the meeting.

The following three proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 25, 2014 (the Proxy), were before the meeting, and they received the following votes:

**Proposal 1: Election of Seven Directors to Serve until the 2015 Annual Meeting.** The following individuals were elected to serve as directors of the Company:

| Name of Director Nominees | For         | Withheld  | Broker Non-Votes |
|---------------------------|-------------|-----------|------------------|
| John Maxwell Hamilton     | 212,754,759 | 872,314   | 5,371,663        |
| John E. Koerner, III      | 212,560,606 | 1,066,467 | 5,371,663        |
| Stephen P. Mumblow        | 212,614,889 | 1,012,184 | 5,371,663        |
| Thomas V. Reifenheiser    | 211,436,037 | 2,191,036 | 5,371,663        |
| Anna Reilly               | 210,398,956 | 3,228,117 | 5,371,663        |
| Kevin P. Reilly, Jr.      | 211,525,917 | 2,101,656 | 5,371,163        |
| Wendell Reilly            | 210,398,415 | 3,228,658 | 5,371,663        |

**Proposal 2: Approval, on an advisory and non-binding basis, of the compensation paid to the Company's named executive officers.** The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the Proxy.

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 213,239,750 | 158,920 | 228,403 | 5,371,663        |

**Proposal 3: Ratification of the appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the 2014 Fiscal Year.** The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 217,843,333 | 977,679 | 177,724 | 0                |

**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: May 22, 2014

**LAMAR ADVERTISING COMPANY**

By: /s/ Keith A. Istre  
Keith A. Istre  
Treasurer and Chief Financial Officer