

PRICE T ROWE GROUP INC
Form 8-K
April 26, 2019

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

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 25, 2019

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. "

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

The annual meeting of our stockholders was held on April 25, 2019. The proxy statement and solicitation pertaining to this meeting were previously filed with the Commission on March 14, 2019. Shares eligible to vote were 236,705,942 at the record date of February 22, 2019.

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	180,824,974	1,766,574	136,950	29,874,805
Mary K. Bush	133,388,245	49,217,354	122,899	29,874,805
Dr. Freeman A. Hrabowski, III	181,274,504	1,327,413	126,581	29,874,805
Robert F. MacLellan	179,272,521	3,269,008	186,969	29,874,805
Olympia J. Snowe	179,135,283	3,488,989	104,226	29,874,805
William J. Stromberg	177,189,359	4,539,845	999,294	29,874,805
Richard R. Verma	182,137,909	397,857	192,732	29,874,805
Sandra S. Wijnberg	182,102,451	456,877	169,170	29,874,805
Alan D. Wilson	182,058,154	481,552	188,792	29,874,805

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

For	Against	Abstain	Broker Non-Vote
173,682,805	8,536,641	509,052	29,874,805

Proposal 3 - Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm for 2019

For	Against	Abstain	Broker Non-Vote
208,848,479	3,545,480	209,344	—

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: April 26, 2019