

PRICE T ROWE GROUP INC
Form 8-K
April 28, 2016
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 27, 2016

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))

Section 5 - Corporate Governance and Management

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

The annual meeting of our stockholders was held on April 27, 2016. The proxy statement and solicitation pertaining to this meeting were previously filed with the Commission on March 18, 2016. Shares eligible to vote were 247,613,548 at the record date of February 26, 2016.

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 | 177,858,566 | 3,557,701 | 138,026 | 33,953,333 |
| Edward C. Bernard | 178,627,888 | 2,773,880 | 152,525 | 33,953,333 |
| Mary K. Bush | 176,345,121 | 4,953,182 | 255,990 | 33,953,333 |
| H. Lawrence Culp, Jr. | 179,641,646 | 1,726,491 | 186,156 | 33,953,333 |
| Dr. Freeman A. Hrabowski, III | 177,576,631 | 3,810,133 | 167,529 | 33,953,333 |
| Robert F. MacLellan | 176,697,264 | 4,692,150 | 164,879 | 33,953,333 |
| Brian C. Rogers | 177,517,208 | 3,802,197 | 234,888 | 33,953,333 |
| Olympia J. Snowe | 178,875,953 | 2,539,783 | 138,557 | 33,953,333 |
| William J. Stromberg | 181,011,113 | 417,724 | 125,456 | 33,953,333 |
| Dwight S. Taylor | 177,110,386 | 4,086,548 | 357,359 | 33,953,333 |
| Anne Marie Whittemore | 178,570,224 | 2,823,662 | 160,407 | 33,953,333 |
| Alan D. Wilson | 178,560,433 | 2,852,668 | 141,192 | 33,953,333 |

Proposal 2: Advisory Vote on the Compensation Paid to our Named Executive Officers.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 171,589,393 | 9,361,969 | 602,931 | 33,953,333 |

Proposal 3: Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2016.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 208,986,045 | 6,409,213 | 112,368 | — |

Proposal 4: Stockholder Proposal on Voting Matters Related to Climate Change.

| For | Against | Abstain | Broker Non-Vote |
|------------|-------------|------------|-----------------|
| 14,534,943 | 157,001,372 | 10,017,978 | 33,953,333 |

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/ Kenneth V. Moreland

Vice President, Chief Financial Officer and Treasurer

Date: April 28, 2016