
**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 12, 2019

SeaWorld Entertainment, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35883
(Commission
File Number)

27-1220297
(IRS Employer
Identification No.)

9205 South Park Center Loop, Suite 400 Orlando, Florida
(Address of Principal Executive Offices)

32819
(Zip Code)

Registrant's Telephone Number, Including Area Code: (407) 226-5011

Not Applicable
(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 (see General Instructions 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))

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 (§240.12b-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. ☐

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SEAS	New York Stock Exchange

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

(d) On June 12, 2019, the Board of Directors (the “Board”) of SeaWorld Entertainment, Inc. (the “Company”) increased the size of the Board from six to seven directors and appointed Mr. James P. Chambers to serve as a director of the Company.

Mr. Chambers 33, has been a Partner at Hill Path Capital LP (“Hill Path”) since 2016. From 2009 to 2016, Mr. Chambers was a Principal at Apollo Management where he worked on a wide range of transactions across a variety of industries. Prior to Apollo Management, Mr. Chambers was an analyst in the Consumer Retail Group in the Investment Banking Division of Goldman Sachs & Co. Mr. Chambers has previously served on the board of directors of Great Wolf Resorts, Inc., CEC Entertainment Inc. (the parent company of Chuck E. Cheese's), Principal Maritime Tankers Corp. and Principal Chemical Carriers, LLC. Mr. Chambers graduated from Duke University in 2007 with a B.A. in Political Science and a Certificate in Markets and Management.

As described in the Company’s Form 8-K dated May 27, 2019, the Company entered into a stockholders agreement with Hill Path (the “Stockholders Agreement”) that became effective upon the closing of the stock purchase described in the Stockholders Agreement (the “HP Purchase”).

In connection with the closing of the HP Purchase, the Company agreed to appoint up to three Hill Path director designees to the Board in proportion to Hill Path’s ownership. Scott I. Ross currently serves on the Board. In addition, Hill Path designated Mr. James P. Chambers, and may designate another designee, subject to certain conditions under the Stockholders Agreement. Two directors appointed by Hill Path may be affiliated with Hill Path and, subject to the independence standards of the New York Stock Exchange, there shall be one Hill Path designee on each committee of the Board, as determined by Hill Path and subject to the approval of the Nominating and Corporate Governance Committee.

Mr. Chambers is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K other than the transactions discussed in the Company’s Form 8-K dated May 27, 2019.

In accordance with the Company’s Outside Director Compensation Policy as amended June 12, 2019 and filed as an Exhibit to this Form 8-K (the “Director Compensation Policy”), Mr. Chamber’s compensation for his services as a non-employee director will be consistent with that of the Company’s other non-employee directors, subject to pro-rata to reflect the commencement date of his service on the Board.

The Director Compensation Policy was amended to (i) provide directors a choice to receive their equity compensation in the form of Deferred Stock Units (“DSUs”) or Restricted Stock Units (“RSUs”); (ii) change the conversion date to shares of Company common stock for DSUs from one year after leaving the Board to three months; (iii) pro-rate the director’s Initial Award (as defined) of \$120,000 in equity based upon the number of days since the most recent Annual Stockholders meeting and vests it on the day before the next Annual Stockholders meeting; and (iv) amend the terms of currently outstanding Initial Awards to vest on June 12, 2019 for 2018 vest tranches and will vest future year vesting tranches on the day before that year’s respective Annual Stockholder’s meeting. The foregoing descriptions of the Director Compensation Policy is qualified in its entirety by reference to the full text of the Director Compensation Policy which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In addition, effective June 12, 2019: the Nominating and Corporate Governance Committee of the Board is comprised of James Chambers, William Gray, and Scott Ross, with James Chambers serving as the Chair; the Compensation Committee of the Board is comprised of James Chambers, Yoshikazu Maruyama, Thomas E. Moloney and Scott Ross, with Scott Ross serving as the Chair; the Audit Committee of the Board is comprised of Ronald Bension, William Gray and Thomas E. Moloney, with Thomas E. Moloney serving as the Chair; and the Revenue Committee of the Board is comprised of Ronald Bension, James Chambers, William Gray, Yoshikazu Maruyama and Scott Ross, with Yoshikazu Maruyama serving as the Chair.

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

(a)(b) On June 12, 2019, the Company held its 2019 Annual Meeting of Stockholders (the “Annual Meeting”). A quorum was present at the meeting as required by the Company’s Bylaws. The immediately following charts set forth the number of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each matter voted upon by the stockholders.

Proposal 1 – Election of Directors

Gustavo (Gus) Antorcha, Ronald Bension, William Gray, Yoshikazu Maruyama, Thomas E. Moloney and Scott I. Ross were elected to the Board to serve as directors until the Company's 2020 Annual Meeting of Stockholders and until their successors have been duly elected and qualified.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Gustavo (Gus) Antorcha	70,850,840	213,667	58,107	6,113,267
Ronald Bension	68,041,853	3,023,071	57,690	6,113,267
William Gray	65,169,500	5,895,386	57,728	6,113,267
Yoshikazu Maruyama	69,932,714	1,126,380	63,520	6,113,267
Thomas E. Moloney	70,191,737	873,133	57,744	6,113,267
Scott I. Ross	70,310,429	751,653	60,532	6,113,267

Proposal 2 – Ratification of Independent Registered Public Accounting Firm

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified.

Votes For	Votes Against	Votes Abstained
76,890,087	276,499	69,295

Proposal 3 – Non-binding Vote on Executive Compensation

The stockholders approved, on an advisory, non-binding basis, the compensation paid to the Company's named executive officers.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
67,252,491	3,779,260	90,863	6,113,267

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1 †	Seventh Amended and Restated Outside Director Compensation Policy, effective June 12, 2019

† Identifies exhibits that consist of a management contract or compensatory plan or arrangement.

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.

SEAWORLD ENTERTAINMENT, INC.

Date: June 13, 2019

By: /s/ G. Anthony (Tony) Taylor
Name: G. Anthony (Tony) Taylor
Title: Chief Legal Officer, General Counsel and Corporate Secretary

SEAWORLD ENTERTAINMENT, INC.

OUTSIDE DIRECTOR COMPENSATION POLICY

Effective March 4, 2014

Amended and Restated April 3, 2014

Amended and Restated as of March 3, 2015

Amended and Restated as of April 13, 2016

Amended and Restated as of April 12, 2017

Amended and Restated as of October 11, 2017

Amended and Restated as of April 11, 2018

Amended and Restated as of June 12, 2019

SeaWorld Entertainment, Inc. (the “Company”) believes that the granting of equity and cash compensation to its members of the Board of Directors (the “Board,” and members of the Board, “Directors”) represents a powerful tool to attract, retain and reward Directors who are not employees of the Company (“Outside Directors”). This Outside Director Compensation Policy (this “Policy”) is intended to formalize the Company’s policy regarding cash compensation and grants of equity to its Outside Directors. The cash compensation and equity grants described in this Policy will be paid or made, as applicable, automatically and without further action of the Board, to each Outside Director. Unless otherwise defined herein, capitalized terms used in this Policy will have the meaning given such terms in the Company’s 2017 Omnibus Incentive Plan (the “Plan”). Outside Directors will be solely responsible for any tax obligations they incur as a result of the equity and cash payments received under this Policy.

I. CASH COMPENSATION.

A. Annual Fee. Subject to Section I.B. below, the Company will pay each Outside Director an annual fee of \$60,000 for serving on the Board (the “Annual Fee”). The Annual Fee will be paid, in arrears, in four equal installments on a quarterly basis with each quarterly payment paid on the last day of the applicable quarter.

B. Annual Board Chairperson Fee. In lieu of the Annual Fee, the Company will pay the Outside Director who serves as the Chairperson of the Board an annual fee of \$180,000 for such service (the “Annual Board Chairperson Fee”). The Annual Board Chairperson Fee will be paid, in arrears in four equal installments on a quarterly basis with each quarterly payment paid on the last day of the applicable quarter.

C. Annual Lead Director Fee. In addition to the Annual Fee, the Company will pay any Outside Director who serves as the Lead Director (as defined in the Company’s Corporate Governance Guidelines) an annual fee of \$25,000 for such service (the “Annual Lead Director Fee”). The Lead Director Fee will be paid, in arrears, in four equal installments on a quarterly basis with each quarterly payment paid on the last day of the applicable quarter.

D. Annual Committee Chairperson Fee. In addition to the Annual Fee, the Annual Board Chairperson Fee and the Annual Lead Director Fee, as applicable, the

Company will pay each Outside Director who serves as the Chairperson of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Regulatory & Governmental Affairs Committee, Revenue Committee or Special/Ad Hoc Committee of the Board the applicable annual fee set forth in the table below for such service (the “Annual Committee Chairperson Fee”). The Annual Committee Chairperson Fee will be paid, in arrears, in four equal installments on a quarterly basis with each quarterly payment paid on the last day of the applicable quarter.

<u>Committee</u>	<u>Annual Committee Chairperson Fee</u>
Audit Committee	\$20,000
Compensation Committee	\$15,000
Nominating and Corporate Governance	\$15,000
Revenue Committee	\$15,000
Special/Ad Hoc Committee	\$20,000*
* Or such other amounts as may be determined by the Board of Directors upon establishment of the Special/Ad Hoc Committee	

E. Committee Members. In addition to the Annual Fee, the Annual Board Chairperson Fee and the Annual Lead Director Fee, as applicable, the Company will pay each Outside Director who serves as a non-Chairperson member of Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Regulatory & Governmental Affairs Committee, Revenue Committee or Special/Ad Hoc Committee of the Board (collectively, the “Committees”) the applicable annual fee set forth in the table below for such service (the “Annual Committee Member Fee”). At the election of the Outside Director, the Annual Committee Member Fee will be paid, in arrears, either (a) in twelve equal installments on a monthly basis with each monthly payment paid on the last day of the applicable month or (b) in four equal installments on a quarterly basis with each quarterly payment paid on the last day of the applicable quarter.

<u>Committee</u>	<u>Annual Committee Member Fee</u>
Audit Committee	\$15,000
Compensation Committee	\$10,000
Nominating and Corporate Governance	\$10,000
Revenue Committee	\$10,000
Special/Ad Hoc Committee	\$15,000*
* Or such other amounts as may be determined by the Board of Directors upon establishment of the Special/Ad Hoc Committee	

F. Meetings of the Board or Committees. There are no per meeting attendance fees for attending Board meetings or meetings of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Regulatory &

Governmental Affairs Committee, Revenue Committee or Special/Ad Hoc Committee of the Board , unless otherwise approved by the Board of Directors .

G. Newly Elected or Appointed Outside Director; Ceasing Board Service . The Company will pay each individual who is first elected or appointed as an Outside Director after the effective date of this Policy a prorated portion of the applicable annual fees set forth in this Section I based on the number of days that the Outside Director provided partial service during the year of election or appointment. If any Outside Director ceases to serve on the Board for any reason, the Company will pay such Outside Director a prorated portion of quarterly installment due to such Outside Director under this Section I based on the number of days that such Outside Director provided partial service during the applicable quarter. Subject to Section I.I. below, after payment of the aforementioned prorated quarterly installment to any Outside Director that ceases to serve on the Board, the Company will have no further obligations to such Outside Director under this Section I.

H. Reimbursement of Expenses . The Company will reimburse each Outside Director for (i) all reasonable and documented travel and lodging expenses associated with attendance at Board and committee meetings and (ii) subject to approval by the Nominating and Corporate Governance Committee, all reasonable and documented registration, travel and lodging expenses associated with attendance at director continuing education programs in accordance with the Company's then current policies. The Company will provide complimentary and discount tickets and passes for Outside Directors and guests to visit the Company's parks in accordance with the Company's then current policies.

I. Special Compensation . The Board may provide additional compensation to members of the Board from time to time for "Extraordinary Board Service" (such fees, "Special Compensation"). "Extraordinary Board Service" shall mean services provided outside of the services typically required and/or expected of members of the Board or the Committees related to events or circumstances that are unusual or infrequent in nature. The Special Compensation payable with respect to such Extraordinary Board Service shall be determined and paid retroactively after the applicable Extraordinary Board Services are completed (intermittently or in a lump sum) but shall be determined based on a variety of factors, including, but not limited to, (i) length of special services, (ii) number of meetings attended outside general Board or Committee meetings, (iii) time demands in between meetings, (iv) travel commitments and (v) anything else the Board determines to be relevant. The Special Compensation shall be determined by the Board based on the Board's internal comparisons to the various time commitment and obligations of the other Committees. Consistent with Section F of the Policy, per meeting fees will generally not be paid; provided, that, in some instances, fixed per diem rates may be appropriate based on the nature of the Extraordinary Board Service.

II. EQUITY COMPENSATION

Outside Directors will be entitled to receive all types of Awards (except Incentive Stock Options) under the Plan, including discretionary Awards not covered under this Policy. All grants of Awards to Outside Directors pursuant to this Section II will be automatic and will be made in accordance with the following provisions:

- A. Initial Award. Each individual who is first elected or appointed as an Outside Director after the effective date of this Policy, will automatically be granted, on the date of such initial election or appointment, an Award (“Initial Award”) of (i) deferred stock units payable in shares of Common Stock of the Company upon settlement (i.e. the earliest to occur of a Change in Control or (a) for awards granted prior to the 2019 Annual Stockholders meeting, one year following an Outside Director’s termination of services from the Board or (b) for awards granted after the 2019 Annual Stockholders meeting, three months following an Outside Directors termination of services from the Board or six months following termination of services from the Board if such director is considered a specified employee under 409A of the Internal Revenue Code (each such deferred stock unit, a “Deferred Stock Unit”) or (ii) if timely elected, restricted stock units payable in shares of Common Stock of the Company upon settlement (i.e. the earliest to occur of a Change in Control or vesting) (each such unit, a “Restricted Stock Unit”) with an aggregate Fair Market Value of \$120,000 pro-rated based on the Date of Grant by multiplying \$120,000 by (365-number of days since Annual Stockholders meeting)/365.
- B. Annual Award. On the date of each Annual Stockholders Meeting of the Company, beginning with the 2014 Annual Stockholders Meeting of the Company, but after any stockholder votes are taken on such date, each Outside Director who is to continue to serve as such will automatically be granted an Award (“Annual Award”) of (i) Deferred Stock Units or (ii) if timely elected, Restricted Stock Units with an aggregate Fair Market Value of \$120,000 .
- C. Vesting. Each Initial Award and each Annual Award granted prior to the 2016 Annual Stockholders Meeting of the Company will vest in three equal installments, with one-third vesting on each of the first, second and third anniversaries of the date of grant, subject to the Outside Director’s continued service on the Board through each such vesting date. Each Annual Award granted on or after the 2016 Annual Stockholders Meeting of the Company will vest 100% on the day before the next Annual Stockholders Meeting of the Company occurring after the date of grant, subject to the Outside Director’s continued service on the Board through each such vesting date. Subject to the Outside Director’s service on the vest date, each currently outstanding unvested Initial Award vesting in 2018 will be amended to vest on June 12, 2019, any remaining unvested Initial Award tranche will vest on the day before the Annual Stockholders meeting of the year in which the Initial Award was originally scheduled to vest. Each Initial Award granted after the 2019 Annual Stockholders Meeting of the Company will vest on the day before the next Annual Stockholders Meeting of the Company occurring after the date of grant, subject to the Outside Director’s continued service on the Board through the vesting date. Each Initial Award and Annual Award will become fully vested upon the occurrence of a Change in

Control (as defined in the Plan) provided that the Outside Director serves on the Board through the date of such Change in Control.

- D. Award Agreement . Each Initial Award and Annual Award granted pursuant to this Policy will be made solely by and subject to the terms set forth in a written agreement in a form, consistent with the terms of the Plan, approved by the Board (or the Compensation Committee of the Board) and duly executed by an executive officer of the Company .

III. AMENDMENT, MODIFICATION AND TERMINATION .

This Policy may be amended, modified or terminated by the Board in the future at its sole discretion.