

Section 1: 8-K (FORM 8-K)

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): **September 20, 2019**

PEAK RESORTS, INC.

(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation)

001-35363
(Commission
File Number)

43-1793922
(I.R.S. Employer
Identification No.)

17409 Hidden Valley Drive
Wildwood, Missouri
(Address of principal executive offices)

63025
(Zip Code)

(636) 938-7474
(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:

- 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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	SKIS	Nasdaq Global Market

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.

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

On September 20, 2019, Peak Resorts, Inc. (the “Company”) held a Special Meeting of Shareholders of the Company (the “Special Meeting”) in Wildwood, Missouri. As of August 19, 2019, the Company’s record date for the Special Meeting (the “Record Date”), there were 15,227,562 shares of the Company’s common stock outstanding, each entitled to one vote per share, for an aggregate of 15,227,562 votes, and there were 40,000 shares of the Company’s Series A Cumulative Convertible Preferred Stock (the “Series A Preferred Stock”) outstanding, for aggregate votes of 6,359,300 (or 158.9825 votes per share of Series A Preferred Stock, which number is equal to the number of shares of common stock into which each such share of Series A Preferred Stock was convertible on the Record Date). Therefore, a total of 21,586,862 votes were eligible to be cast at the Special Meeting. At the Special Meeting, 19,259,847 shares of the Company’s common stock outstanding and entitled to vote at the Special Meeting (including the Series A Preferred Stock voting on an as-converted basis, as calculated pursuant to the conversion provisions of the certificate of designation for the Series A Preferred Stock) were represented in person or by proxy, constituting approximately 89% of the outstanding shares entitled to vote and a quorum to conduct business at the Special Meeting.

The final results for each of the proposals submitted to a vote of shareholders at the Special Meeting, as certified by the inspector of elections, are set forth below:

Proposal 1: To adopt the merger agreement and approve the merger and the other transactions contemplated thereby.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
19,249,199	1,747	8,901

Proposal 2: To adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to adopt the merger agreement and approve the merger and the other transactions contemplated thereby at the time of the Special Meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
19,113,082	133,534	13,230

No other proposals were submitted for shareholder action.

Each of the proposals was approved by the requisite vote of the Company’s common stock and Series A Preferred Stock, voting together as a single class on an as-converted basis. Adjournment of the Special Meeting was not necessary or appropriate because there were sufficient votes at the time of the Special Meeting to approve the proposal to adopt the merger agreement and approve the merger and the other transactions contemplated thereby.

The consummation of the merger remains subject to the satisfaction or waiver of certain closing conditions set forth in the merger agreement adopted by the Company’s shareholders and is expected to close on or about September 24, 2019.

Item 7.01. Regulation FD Disclosure.

On September 20, 2019, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is furnished hereto as Exhibit 99.1.

No shareholder as of the Record Date has filed with the Company, before or at the Special Meeting, a written objection to the Merger that was approved at the Special Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release, dated September 20, 2019.</u>

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.

Dated: September 20, 2019

PEAK RESORTS, INC.
(Registrant)

By: /s/ Christopher J. Bub
Name: Christopher J. Bub
Title: Chief Financial Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1



News Announcement

For Immediate Release

PEAK RESORTS SHAREHOLDERS APPROVE MERGER AGREEMENT FOR ACQUISITION BY VAIL RESORTS

Wildwood, Missouri – September 20, 2019 – Peak Resorts, Inc. (Nasdaq:SKIS) (“Peak Resorts” or the “Company”), a leading owner and operator of high-quality, individually branded U.S. ski resorts, today announced that the Company’s shareholders, at a special meeting held today (the “Special Meeting”), approved the merger agreement for the acquisition of the Company by Vail Resorts, Inc. (NYSE: MTN) (“Vail Resorts”). Under the terms of the merger agreement, Peak Resorts’ common shareholders will be entitled to receive \$11.00 per share in cash at the closing of the acquisition. The transaction is expected to close on or about September 24, 2019.

Upon completion of the acquisition, Peak Resorts will become privately held as an indirect, wholly-owned subsidiary of Vail Resorts.

According to the final voting results, approximately 89% of the Company’s outstanding shares, as of the close of business on August 19, 2019, the record date, voted in favor of the merger agreement, assuming the conversion of the shares of Series A preferred stock. No shareholder as of the record date has filed with the Company, before or at the Special Meeting, a written objection to the merger that was approved at the Special Meeting.

The consummation of the merger remains subject to the satisfaction or waiver of certain other closing conditions set forth in the merger agreement and discussed in detail in the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (“SEC”) by the Company on August 20, 2019, as supplemented by the supplemental disclosures filed with the SEC by the Company on August 29, 2019, September 4, 2019 and September 11, 2019.

About Peak Resorts

Headquartered in Missouri, Peak Resorts is a leading owner and operator of high-quality, individually branded ski resorts in the U.S. The Company operates 17 ski resorts primarily located in the Northeast, Mid-Atlantic and Midwest, 16 of which are company owned.

The majority of the resorts are located within 100 miles of major metropolitan markets, including New York City, Boston, Philadelphia, Baltimore, Washington D.C., Cleveland, Kansas City and St. Louis, enabling day and overnight drive accessibility. The resorts under the company’s umbrella offer a breadth of activities, services and amenities, including skiing, snowboarding, terrain parks, tubing, dining, lodging, equipment rentals and sales, ski and snowboard instruction, and mountain biking, golf and other summer activities. To learn more, visit the Company’s website at ir.peakresorts.com or follow Peak Resorts on Facebook for resort updates.

For further information, or to receive future Peak Resorts news announcements via e-mail, please contact JCIR, at 212-835-8500 or skis@jcir.com.

Forward Looking Statements

This news release contains forward-looking statements regarding the future outlook and performance of Peak Resorts, within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this news release include, without limitation, statements related to: the timing of and the ability to close the potential merger. These and other forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Results may be materially affected by factors such as, but not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; the failure to satisfy the closing conditions in the merger agreement; the outcome of any legal proceeding relating to the proposed merger; and other risks described in the Company's filings with the SEC. Actual results could differ materially from those projected in the forward-looking statements. The Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

Contacts

Peak Resorts, Inc.:

Investors and Media:

Norberto Aja, Jim Leahy, Joseph Jaffoni

JCIR

212-835-8500 or skis@jcir.com

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