

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITY EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 27, 2017 (April 25, 2017)

# CHURCHILL DOWNS

I N C O R P O R A T E D

(Exact name of registrant as specified in its charter)

Kentucky  
(State of incorporation)

001-33998  
(Commission file number)

61-0156015  
(IRS Employer Identification No.)

600 North Hurstbourne Parkway, Suite 400, Louisville, Kentucky 40222  
(Address of principal executive offices)  
(Zip Code)

(502) 636-4400  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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 (18 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).

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.**

At the Annual Meeting, Churchill Downs Incorporated's ("Company") shareholders:

- (1) elected two (2) Class III directors to terms of three (3) years each;
- (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2017;
- (3) approved the performance goals used for performance-based awards under the Company's Executive Annual Incentive Plan;
- (4) approved, on an advisory basis, the compensation of the named executive officers, as disclosed in the proxy statement, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosures in the proxy statement; and
- (5) approved "one year" as the frequency for holding an advisory vote on the compensation of the named executive officers.

Set forth below are the number of votes cast with respect to each of the matters submitted for vote at the Meeting.

(1) Election of Directors in Class III

<b><u>Nominee</u></b>	<b><u>For</u></b>	<b><u>Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Robert L. Fealy	12,634,426	837,833	1,434,858
Daniel P. Harrington	12,655,853	816,406	1,434,858

(2) Ratification of Appointment of Independent Registered Public Accounting Firm

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
14,847,504	56,131	3,483	—

(3) Approval of the Performance Goals Used for Performance-Based Awards under the Churchill Downs Incorporated Executive Annual Incentive Plan

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
13,327,019	133,303	11,932	1,434,863

(4) Approval, By Non-Binding Advisory Vote, of Executive Compensation

<b><u>For</u></b>	<b><u>Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
13,189,899	264,928	12,601	1,439,689

(5) Frequency of Advisory Vote on Executive Compensation

<b><u>One Year</u></b>	<b><u>Two Years</u></b>	<b><u>Three Years</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
11,983,466	27,597	1,443,865	17,322	1,434,867

**SIGNATURE**

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 thereunto, duly authorized.

**CHURCHILL DOWNS INCORPORATED**

/s/ Bradley K. Blackwell

By: Bradley K. Blackwell

Title: Senior Vice President, General Counsel and Secretary

April 27, 2017