
**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): **April 19, 2024**

Wyndham Hotels & Resorts, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-38432
(Commission File Number)

82-3356232
(IRS Employer Identification No.)

**22 Sylvan Way
Parsippany, NJ**
(Address of Principal
Executive Offices)

07054
(Zip Code)

Registrant's telephone number, including area code: **(973) 753-6000**

None
(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:

- ? 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(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	WH	New York Stock Exchange

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.

(a) Wyndham Hotels & Resorts, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”) on April 19, 2024.

(b) At the Annual Meeting, the three proposals described in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on March 14, 2024 (the “Proxy Statement”) were submitted to the Company’s stockholders and the final voting results are provided below.

Proposal 1

The Company’s stockholders elected each of the eight Director nominees described in the Proxy Statement to serve for a term ending at the 2025 annual meeting of stockholders, with each Director to serve until such Director’s successor is elected and qualified or until such Director’s earlier resignation, retirement, disqualification, death or removal. The election results for each of the Company’s Directors are set forth below.

Director Name	Votes For	Votes Withheld	Broker Non-Votes
Geoffrey A. Ballotti	65,700,130	327,961	6,119,069
Myra J. Biblowit	61,663,421	4,364,670	6,119,069
James E. Buckman	65,341,961	686,130	6,119,069
Bruce B. Churchill	64,684,109	1,343,982	6,119,069
Mukul V. Deoras	64,206,238	1,821,853	6,119,069
Stephen P. Holmes	65,064,210	963,881	6,119,069
Ronald L. Nelson	64,207,632	1,820,459	6,119,069
Pauline D.E. Richards	64,514,064	1,514,027	6,119,069

Proposal 2

The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers described in the Proxy Statement as set forth below.

Votes for Approval:	62,407,389
Votes Against:	3,544,218
Abstentions:	76,484
Broker Non-Votes:	6,119,069

Proposal 3

The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 as set forth below.

Votes for Approval:	71,445,970
Votes Against:	649,673
Abstentions:	51,517
Broker Non-Votes:	0

(c) Not applicable.

(d) Not applicable.

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 hereunto duly authorized.

WYNDHAM HOTELS & RESORTS, INC.

Date: April 23, 2024

By: /s/ Paul F. Cash

Paul F. Cash

General Counsel & Corporate Secretary
