
**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): May 23, 2018

SABRE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36422
(Commission
File Number)

20-8647322
(IRS Employer
Identification No.)

3150 Sabre Drive
Southlake, TX
(Address of principal executive offices)

76092
(Zip Code)

(682) 605-1000
(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))

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 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

At Sabre's 2018 Annual Meeting of Stockholders (the "2018 Annual Meeting"), Sabre's stockholders approved amendments to Sabre's Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") to increase the maximum size of the Board of Directors to 13 directors and to declassify the Board of Directors so that, by the 2021 Annual Meeting of Stockholders, all Directors will be elected annually, each as described in more detail in Item 5.07 below. A Certificate of Amendment to the Certificate of Incorporation was filed with the office of the Secretary of State of the State of Delaware on May 23, 2018 and is effective as of that date. This description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment attached as Exhibit 3.1 and incorporated by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) - (b) Sabre's 2018 Annual Meeting was held on Wednesday, May 23, 2018. On March 26, 2018, the record date for the 2018 Annual Meeting, 275,509,510 shares of common stock were outstanding and entitled to vote at the 2018 Annual Meeting. The final results of voting on each of the matters submitted to a vote of stockholders at the 2018 Annual Meeting are as follows:

1. Stockholders elected each of Hervé Couturier, Lawrence W. Kellner, Judy Odom and Karl Peterson to Sabre's Board of Directors, each to serve a three-year term to expire at Sabre's 2021 Annual Meeting of Stockholders and until their successors have been duly elected and qualified, as set forth below.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Hervé Couturier	236,881,962	1,284,286	108,017	10,130,651
Lawrence W. Kellner	195,821,585	42,341,020	111,660	10,130,651
Judy Odom	235,604,933	2,571,453	97,879	10,130,651
Karl Peterson	180,516,486	57,649,954	107,825	10,130,651

2. Stockholders ratified the selection of Ernst & Young LLP as Sabre's independent auditor for the fiscal year ending December 31, 2018, as set forth below.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
242,341,677	5,954,868	108,371

3. Stockholders approved an amendment to Sabre's Certificate of Incorporation to increase the maximum size of the Board of Directors to 13 directors.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
238,119,739	50,158	104,368	10,130,651

4. Stockholders approved an amendment to Sabre's Certificate of Incorporation to declassify the Board of Directors.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
238,012,214	46,857	215,194	10,130,651

5. Stockholders approved the non-binding advisory vote on the compensation of Sabre's named executive officers.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
192,580,946	45,569,811	123,508	10,130,651

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit
Number

Description

3.1 [Certificate of Amendment as filed with the Secretary of State of the State of Delaware on May 23, 2018.](#)

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.

Sabre Corporation

Dated: May 24, 2018

By: /s/ Richard A. Simonson

Name: Richard A. Simonson

Title: Executive Vice President and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SABRE CORPORATION**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

Sabre Corporation, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify that:

1. Section 1(a) of Article VI of the Third Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

“(a) Number. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors consisting of not fewer than 5 individuals, nor more than 13 individuals (exclusive of directors referred to in Section 1(e) of this Article VI). The exact number of directors shall be determined from time to time by resolution adopted by the affirmative vote of a majority of the total number of directors then in office.”

2. Section 1(b) of Article VI of the Third Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

“(b) Classes. Other than those directors elected by the holders of any series of Preferred Stock provided for or fixed pursuant to Section 1(e) of this Article VI, the Board of Directors shall be divided into three classes, with the term of office of one class expiring at each annual meeting of stockholders (each annual meeting of stockholders, an “Annual Meeting”), and with directors of each class the term of which expires at that Annual Meeting being elected for a term expiring at the third Annual Meeting following election and until the election and qualification of their respective successors in office. For so long as there are three classes of directors, each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. Notwithstanding the foregoing, at the 2019 Annual Meeting, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2020 Annual Meeting; at the 2020 Annual Meeting, the successors

of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2021 Annual Meeting; and at each annual meeting of stockholders of the Corporation thereafter, the directors shall be elected for terms expiring at the next succeeding Annual Meeting, with each director to hold office until his or her successor shall have been duly elected and qualified. Commencing with the 2021 Annual Meeting, the classification of the Board of Directors shall cease.”

3. Section 2 of Article VI of the Third Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

“Section 2. Vacancies and Newly Created Directorships. Unless otherwise required by applicable law and subject to any requirements under the Stockholders’ Agreement, any newly created directorship that results from an increase in the number of directors, or any vacancy that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled by the affirmative vote of a majority of the total number of directors then in office, even if less than a quorum, or by a sole remaining director. Any director elected to fill a newly created directorship shall hold office for the remaining term of the class, if any, to which such director shall have been elected, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.”

4. Section 3 of Article VI of the Third Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

“Section 3. Removal. Except for such additional directors, if any, as are elected by the holders of any series of Preferred Stock as provided for or fixed pursuant to the provisions of Section 2 of Article IV and any resolution or resolutions adopted by the Board of Directors pursuant thereto, any director may be removed from office at any time, with or without cause, only by the affirmative vote of the holders of at least 75% of the voting power of the outstanding Common Stock.”

5. The foregoing amendments were duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, Sabre Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this 23rd day of May, 2018.

SABRE CORPORATION

By: /s/ Steve Milton

Name: Steve Milton

Office: Corporate Secretary