

Summit Hotel Properties, Inc.  
Form DEF 14A  
April 01, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Summit Hotel Properties, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the  
(3) amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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TABLE OF CONTENTS

April 1, 2019

Dear Fellow Stockholder:

You are cordially invited to attend the 2019 annual meeting of stockholders of Summit Hotel Properties, Inc., a Maryland corporation, to be held on Thursday, May 16, 2019, at 9:00 a.m. Eastern Time, at the Hampton Inn & Suites, 200 San Jacinto Boulevard, Austin, Texas 78701.

The attached proxy statement, accompanied by the notice of annual meeting, describes the matters expected to be acted upon at the meeting. We urge you to review these materials carefully and to use this opportunity to take part in the affairs of Summit Hotel Properties, Inc. by voting on the matters described in this proxy statement. We hope that you will be able to attend the meeting.

Your vote is important. Whether or not you plan to attend the meeting, please complete the enclosed proxy card and return it as promptly as possible, or authorize a proxy to vote your shares by calling the toll-free telephone number, or via the Internet. The enclosed proxy card contains instructions regarding all three methods of voting. If you attend the meeting, you may continue to have your shares voted as you have previously instructed or you may withdraw your proxy at the meeting and vote your shares in person. We look forward to seeing you at the meeting.

Sincerely,  
Daniel P. Hansen  
Chairman, President & Chief Executive Officer

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TABLE OF CONTENTS

SUMMIT HOTEL PROPERTIES, INC.  
13215 BEE CAVE PARKWAY, SUITE B-300  
AUSTIN, TEXAS 78738  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 16, 2019

The 2019 annual meeting of stockholders of Summit Hotel Properties, Inc., a Maryland corporation, will be held on Thursday, May 16, 2019, at 9:00 a.m., Eastern Time, at the Hampton Inn & Suites, 200 San Jacinto Boulevard, Austin, Texas 78701, for the following purposes:

1. To elect six directors nominated by our Board of Directors, each to serve until the next annual meeting of our stockholders and until their successors are duly elected and qualify;
2. To consider and vote upon the ratification of the appointment of Ernst & Young, LLP, as the Company's independent registered public accounting firm for 2019;
3. To consider and vote upon an advisory (non-binding) resolution on executive compensation; and
4. To transact such other business as may be properly brought before the annual meeting and at any adjournments or postponements thereof.

You may vote if you were a holder of record of our common stock at the close of business on March 15, 2019, the record date.

Whether or not you plan to attend the annual meeting your vote is very important, and the Company encourages you to promptly authorize a proxy to vote your shares.

BY ORDER OF THE BOARD OF DIRECTORS

Christopher Eng  
Executive Vice President, General Counsel,  
Chief Risk Officer and Secretary

Austin, Texas  
April 1, 2019

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TABLE OF CONTENTS

Contents	
GENERAL INFORMATION	<u>1</u>
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING	<u>2</u>
PROPOSAL 1: ELECTION OF DIRECTORS	<u>5</u>
PROPOSAL 2: RATIFICATION OF APPOINTMENT OF ERNST & YOUNG, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2019	<u>9</u>
PROPOSAL 3: ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION	<u>10</u>
CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS	<u>11</u>
Board of Directors Structure	<u>11</u>
Stock Ownership Guidelines	<u>11</u>
Anti-Hedging and Anti-Pledging Policies	<u>12</u>
Compensation Clawback Policy	<u>12</u>
Succession Planning	<u>12</u>
Opt-out of Certain Provisions of Maryland's Unsolicited Takeovers Act ("MUTA")	<u>13</u>
THE BOARD OF DIRECTORS AND ITS COMMITTEES	<u>13</u>
Independence of Directors	<u>13</u>
Committees	<u>13</u>
Audit Committee	<u>13</u>
Compensation Committee	<u>14</u>
Nominating and Corporate Governance Committee	<u>14</u>
Compensation Committee Interlocks and Insider Participation	<u>14</u>
Board Leadership Structure	<u>14</u>
Risk Management Oversight	<u>14</u>
Meetings and Attendance	<u>15</u>
Executive Sessions of Our Independent Directors	<u>15</u>
Director Nominations	<u>15</u>
Policy on Voting Regarding Directors	<u>16</u>
Communication with the Board	<u>16</u>
Policy Governing Director Attendance at Annual Meetings of Stockholders	<u>16</u>
DIRECTOR COMPENSATION	<u>17</u>
COMPENSATION DISCUSSION AND ANALYSIS	<u>18</u>
2018 Company Highlights	<u>19</u>
2018 Compensation Highlights	<u>19</u>
Compensation Best Practice Policies	<u>20</u>
Results of Stockholder Say-on-Pay Votes	<u>20</u>
Objectives of Our Executive Compensation Program	<u>21</u>
Role of the Compensation Committee and Management	<u>21</u>
Role of the Compensation Consultant	<u>21</u>
Peer Group Information	<u>22</u>
2018 Target Total Direct Compensation ("TDC")	<u>23</u>

TABLE OF CONTENTS

2018 Target Total Annual Compensation (“TAC”)	<u>23</u>
2018 Compensation Elements	<u>23</u>
Base Salary	<u>24</u>
Cash Incentive Compensation Program	<u>24</u>
Long-Term Incentive Compensation	<u>26</u>
Other Benefits; 401(k) Plan	<u>27</u>
Employment Agreements	<u>28</u>
Tax Deductibility of Executive Compensation	<u>28</u>
Accounting Standards	<u>28</u>
Risk Considerations in our Executive Compensation Program	<u>28</u>
<b>EXECUTIVE COMPENSATION</b>	<u>30</u>
Summary Compensation Table	<u>30</u>
Grants of Plan-Based Awards	<u>31</u>
Discussion of Summary Compensation and Grants of Plan-Based Awards Tables	<u>31</u>
Outstanding Equity Awards at Fiscal Year-End	<u>32</u>
Option Exercises and Stock Vested	<u>33</u>
CEO Pay Ratio Summary	<u>33</u>
Employment Agreements	<u>33</u>
Greg Dowell Retirement	<u>34</u>
Potential Payments Upon Termination or Change in Control	<u>34</u>
<b>AUDIT COMMITTEE REPORT</b>	<u>36</u>
Fee Disclosure	<u>37</u>
Audit Fees	<u>37</u>
Audit-Related Fees	<u>37</u>
Tax Fees	<u>37</u>
All Other Fees	<u>37</u>
Pre-Approval Policy	<u>37</u>
<b>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</b>	<u>38</u>
Security Ownership of Certain Beneficial Owners	<u>38</u>
Security Ownership of Management	<u>39</u>
<b>RELATED PARTY TRANSACTIONS</b>	<u>40</u>
Related Party Transaction Policy	<u>40</u>
Related Party Transactions	<u>40</u>
<b>OTHER INFORMATION</b>	<u>41</u>
Discretionary Voting Authority	<u>41</u>
Section 16(a) Beneficial Ownership Reporting Compliance	<u>41</u>
Stockholder Proposals and Director Nominations for the 2020 Annual Meeting of Stockholders	<u>41</u>
Requirements for Proposals to be Considered for Inclusion in Proxy Materials	<u>41</u>
Requirements for Proposals Not Intended for Inclusion in Proxy Materials; Director Nominations	<u>41</u>
Requests for Annual Report	<u>42</u>

TABLE OF CONTENTS

PROXY STATEMENT  
2019 ANNUAL MEETING OF STOCKHOLDERS  
GENERAL INFORMATION  
Proxy Solicitation

The Board of Directors (the “Board”) of Summit Hotel Properties, Inc., a Maryland corporation, has made these materials available to you on the Internet or, upon your request, has delivered printed versions of these materials to you by mail, in connection with its solicitation of proxies for its 2019 annual meeting of stockholders to be held on May 16, 2019, at 9:00 a.m., Eastern Time, at the Hampton Inn & Suites, 200 San Jacinto Boulevard, Austin, Texas 78701, and at any adjournments or postponements thereof. These materials were first made available to stockholders on April 1, 2019. Unless the context requires otherwise, references in this proxy statement to “Summit,” “we,” “our,” “us” and the “Company” refer to Summit Hotel Properties, Inc., and its consolidated subsidiaries.

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials on the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) to our stockholders. All stockholders will have the ability to access the proxy materials at [www.proxyvote.com](http://www.proxyvote.com) or request to receive a printed set of the proxy materials by mail or an electronic set of materials by email. Instructions on how to access the proxy materials on the Internet or to request a printed copy may be found in the Notice of Internet Availability. Stockholders also may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

In addition to solicitation by mail, certain of our directors, officers and employees may solicit proxies by telephone, personal contact or other means of communication. They will not receive any additional compensation for these activities. Also, brokers, banks and other persons holding common stock on behalf of beneficial owners will be requested to solicit proxies or authorizations from beneficial owners. We will bear all costs incurred in connection with the preparation, assembly and mailing of the proxy materials and the solicitation of proxies and will reimburse brokers, banks and other nominees, fiduciaries and custodians for reasonable expenses incurred by them in forwarding proxy materials to beneficial owners of our common stock. Although no proxy solicitor has been engaged at this time, we may determine it is necessary to employ an outside firm to assist in the solicitation process. If so, we will pay the proxy solicitor reasonable and customary fees.

No person is authorized to give any information or to make any representation not contained in this proxy statement and, if given or made, you should not rely on that information or representation as having been authorized by us. The delivery of this proxy statement does not imply that the information herein has remained unchanged since the date of this proxy statement.

Summit Contact Information

The mailing address of our principal executive office is 13215 Bee Cave Parkway, Suite B-300, Austin, Texas 78738, and our main telephone number is (512) 538-2300. We maintain an Internet website at [www.shpreit.com](http://www.shpreit.com). Information at or connected to our website is not and should not be considered part of this proxy statement.

TABLE OF CONTENTS

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

On what am I voting?

You are being asked to consider and vote on the following proposals:

- Election of the six director nominees named in this proxy statement (Proposal 1);
- Ratification of Ernst & Young, LLP (“EY”), as our independent registered public accounting firm for 2019 (Proposal 2); and
- An advisory (non-binding) resolution to approve executive compensation (Proposal 3).

Who can vote?

Holders of our common stock as of the close of business on the record date, March 15, 2019, are entitled to vote, either in person or by proxy, at the annual meeting. Each share of our common stock is entitled to one vote. Cumulative voting is not permitted in the election of directors.

How do I vote or authorize a proxy to vote my shares?

By Proxy. Before the annual meeting, you may authorize a proxy to vote your shares in one of the following ways:

- By telephone;
  - By Internet; or
  - By completing and signing your proxy card and mailing it in time to be received prior to the annual meeting.
- The telephone and Internet voting procedures are designed to confirm your identity, to allow you to give your voting instructions and to verify that your instructions have been properly recorded. If you wish to vote by telephone or Internet, please follow the instructions that are included in the Notice of Internet Availability and the proxy card. If you mail us your properly completed and signed proxy card, or vote by telephone or Internet, your shares will be voted according to the choices that you specify.

If you sign and mail your proxy card without marking any choices, your proxy will be voted:

FOR the election of all director nominees named in this proxy statement (Proposal 1);

FOR the ratification of EY as our independent registered public accounting firm for 2019 (Proposal 2); and

FOR the approval of an advisory (non-binding) resolution on executive compensation (Proposal 3).

We do not expect that any other matters will be brought before the annual meeting. If an issue should arise for vote at the annual meeting that is not included in the proxy material, the proxy holders will vote your shares in accordance with their discretion.

In Person. If your shares are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares and you may attend the annual meeting and vote in person. If your shares are held in the name of your broker, bank or other nominee and you wish to attend the annual meeting, you must bring an account statement or letter from the nominee indicating that you were the owner of the shares on March 15, 2019. If your shares are held in the name of your broker, bank or other nominee and you wish to vote at the annual meeting, you must obtain a legal proxy from your broker, bank or other nominee that holds your shares giving you the right to those shares.





TABLE OF CONTENTS

May I change or revoke my vote?

Yes. You may change your vote or revoke your proxy at any time prior to the annual meeting by:

- Notifying our Secretary in writing that you are revoking your proxy;
- Providing another signed proxy that is dated after the proxy you wish to revoke;
- Using the telephone or Internet voting procedures; or
- Attending the annual meeting and voting in person. Attendance at the annual meeting will not, by itself, revoke a duly executed proxy.

Will my shares be voted if I do not provide my proxy?

It depends on whether you hold your shares in your own name or in the name of a bank or brokerage firm. If you hold your shares directly in your own name, they will not be voted unless you provide a proxy or vote in person at the annual meeting.

Brokerage firms generally have the authority to vote customers' un-voted shares on certain "routine" matters. If your shares are held in the name of a brokerage firm, the brokerage firm can vote your shares for the ratification of EY as our independent registered public accounting firm for 2019 (Proposal 2) if you do not provide your voting instructions timely, because this matter is considered "routine" under the applicable rules. The other items (Proposals Nos. 1 and 3) are not considered "routine" and therefore may not be voted by your broker without instruction.

What constitutes a quorum?

As of the record date, a total of 105,319,769 shares of our common stock were issued and outstanding and entitled to vote at the annual meeting. To conduct the annual meeting, a majority of the shares entitled to vote must be present in person or by proxy. This is referred to as a "quorum." If you submit a properly executed proxy card or authorize a proxy to vote by telephone or on the Internet, your shares will be counted for purposes of determining the presence of a quorum. Abstentions and broker "non-votes" will be counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" occurs when a bank, broker or other nominee who holds shares for another person has not received voting instructions from the owner of the shares and, under the applicable rules, does not have discretionary authority to vote on a matter.

What vote is needed to approve the matters submitted?

Election of Directors (Proposal 1). Directors are elected by a plurality of the votes cast at the annual meeting. "Plurality" means that the nominees receiving the largest number of votes cast are elected as directors up to the maximum number of directors to be chosen at the meeting. For purposes of this vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote for this proposal. The Board has adopted a policy on voting regarding directors. Under the policy, at any meeting of stockholders at which members of the Board are to be elected by the stockholders in an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will submit to the Board a written offer to resign from the Board no later than two weeks after the certification of the voting results. For additional information regarding this policy, please see "The Board of Directors and Its Committees — Policy on Voting Regarding Directors."

Ratification of Appointment of EY (Proposal 2). The affirmative vote of a majority of the votes cast at the annual meeting is required to approve this proposal. For purposes of this vote, abstentions will not be counted as votes cast

and will have no effect on the result of the vote for this proposal.

Approval on an Advisory (Non-Binding) Resolution on Executive Compensation (Proposal 3). The affirmative vote of a majority of the votes cast at the annual meeting is required to approve this proposal. For purposes of this advisory vote, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote for this proposal.

3

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TABLE OF CONTENTS

We are sending only a single Notice of Internet Availability to any household at which two or more stockholders reside if they share the same last name or we reasonably believe they are members of the same family, unless we have received instructions to the contrary from any stockholder at that address. This practice is known as “householding” and is permitted by rules adopted by the SEC. This practice reduces the volume of duplicate information received at your household and helps us to reduce costs. We will deliver promptly, upon written request or oral request, a separate copy of the Notice of Internet Availability to a stockholder at a shared address to which a single copy of the document was previously delivered. If you received a single copy of this document for your household for this year, but you would prefer to receive your own copy, you may direct requests for separate copies in the future to the following address: Summit Hotel Properties, Inc., Attention: Secretary, 13215 Bee Cave Parkway, Suite B-300, Austin, Texas 78738. If you are a stockholder who receives multiple copies of our proxy materials, you may request householding by contacting us in the same manner and requesting a householding consent form.

TABLE OF CONTENTS

## PROPOSAL 1:

## ELECTION OF DIRECTORS

## Introduction

As of April 1, 2019, the Board has six members. The six persons named below, each of whom currently serves on the Board, have been recommended by the Nominating and Corporate Governance Committee and nominated by our Board to serve on the Board until our 2020 annual meeting of stockholders and until their respective successors are duly elected and qualify. The Board has no reason to believe that any of the persons named below as a nominee for election to the Board will be unable, or will decline, to serve if elected. The Board has determined that each director nominee named below, except Mr. Hansen, is independent under applicable SEC and New York Stock Exchange (the "NYSE") rules.

## Recommendation:

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF THE NOMINEES.

The following table sets forth the name, position with the Company and age (as of the annual meeting) of each nominee for election to the Board at the annual meeting:

## Board of Director Nominees

Name	Position	Age
Daniel P. Hansen	Chairman, President and Chief Executive Officer	50
Bjorn R. L. Hanson	Independent Director and Chair of Nominating and Corporate Governance Committee	67
Jeffrey W. Jones	Lead Independent Director and Chair of Audit Committee	57
Kenneth J. Kay	Independent Director and Chair of Compensation Committee	64
Thomas W. Storey	Independent Director	62
Hope S. Taitz	Independent Director	55

We believe that all of the nominees are intelligent, experienced, collegial, insightful and proactive with respect to management and risk oversight and that they exercise good judgment. The biographical descriptions below set forth certain information with respect to each nominee, including the experience, qualifications, attributes or skills of each nominee that led us to conclude that he or she should serve as a director, if elected.

## Nominees

**Daniel P. Hansen.** Mr. Hansen serves as our Chairman, President and Chief Executive Officer. Mr. Hansen's service as Chairman, President and Chief Executive Officer provides a critical link between management and the Board, enabling the Board to perform its oversight function with the benefits of management's perspectives on the business. Mr. Hansen also provides us with extensive experience in the hospitality industry as well as a capital markets background that assists the Board in analyzing capital raising opportunities and issues. He serves on the Board of the American Hotel & Lodging Association and on advisory councils of multiple hotel brands. Mr. Hansen joined The Summit Group in October of 2003 as Vice President of Investor Relations. His responsibilities included leading the capital raising efforts for our predecessor's private placements of its equity securities and assisting in acquisition due diligence. In 2005, he was appointed to our predecessor's Board of Managers and promoted to Executive Vice President, in which capacity he was part of the team that acquired over \$140 million of hotel properties and led the development of over \$240 million of hotel assets. In 2008, he was appointed to President and Chief Financial Officer of The Summit Group. His primary responsibilities included the development and execution of growth strategies, raising equity capital and hotel development and acquisition. Prior to joining The Summit Group, Mr. Hansen spent

11 years with Merrill Lynch, Pierce, Fenner & Smith Incorporated, or Merrill Lynch, in various leadership positions culminating as a Vice President and Regional Sales Manager in the Texas Mid-South Region, which included Texas, Louisiana, Arkansas and Oklahoma. Mr. Hansen graduated from South Dakota State University with a B.A. in Economics.

The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that Mr. Hansen should serve as a director, if elected, because he currently serves as our Chairman, President and Chief Executive Officer and provides a critical link between the executive management team, which is responsible for the day-to-day management of the Company, and the Board. We believe his service as a director enables the Board to perform its oversight function with the benefits of management's perspectives on our business. Mr. Hansen also provides us with extensive experience in the hospitality industry as well as a capital markets background that assists the Board in analyzing capital raising opportunities and issues.

TABLE OF CONTENTS

Bjorn R. L. Hanson. Dr. Hanson has been a member of the Board since the completion of our initial public offering, or IPO, in February 2011. Dr. Hanson served as our Lead Independent Director from June 2015 to January 2017. Dr. Hanson has worked in the hospitality industry for more than 40 years and has been involved in consulting and investment banking in the lodging sector. He joined the New York University School of Professional Studies in June 2008 as a clinical professor teaching in the school's graduate and undergraduate hospitality and tourism programs and directing applied research projects. In 2010, he was appointed as the divisional dean of that school's Preston Robert Tisch Center for Hospitality, Tourism, and Sports Management, which he served as until returning to his full time faculty role in 2014 and now serves as Adjunct Clinical Professor. Dr. Hanson founded the hospitality, sports, convention and leisure practice and held various positions at PricewaterhouseCoopers and Coopers & Lybrand, including National Industry Chairman for the Hospitality Industries, National Service Line Director for Hospitality Consulting, National Industry Chairman for Real Estate, Real Estate Service Line Director and National Director of Appraisal Services. Additionally, he served on the U.S. leadership committee and global financial advisory services management committee of PricewaterhouseCoopers. Dr. Hanson was also managing director with two Wall Street firms, Kidder, Peabody & Co. and PaineWebber Inc., for which he led banking and research departments for lodging and gaming. Dr. Hanson is an active lodging consultant, including as an expert witness, and researcher producing widely-published reports in major news media. Dr. Hanson received a B.S. from Cornell University School of Hotel Administration, an M.B.A. from Fordham University and a Ph.D. from New York University.

The Board, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that Dr. Hanson should serve as a director, if elected, because he brings a wide range of experience in consulting and investment banking in the hospitality industry to the Board. He also brings research and quantitative analysis perspectives on the hospitality and tourism industries, which enhances the ability of the Board to analyze macroeconomic issues and trends relevant to our business. Finally, Dr. Hanson's leadership roles in market trend analysis, economic analysis and financi