
**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 16, 2019

PLAYA HOTELS & RESORTS N.V.
(Exact Name of Registrant as Specified in Charter)

The Netherlands
(State or Other Jurisdiction
of Incorporation)

1-38012
(Commission
File Number)

98-1346104
(I.R.S. Employer
Identification No.)

Prins Bernhardplein 200
1097 JB Amsterdam, the Netherlands
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Registrant's telephone number, including area code: Tel: +31 20 571 12 02

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
Ordinary Shares, €0.10 par value	PLYA	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Playa Hotels & Resorts N.V., a Dutch public limited liability company (“Playa” or the “Company”) held its annual meeting of shareholders on Thursday May 16, 2019, at 3:00 p.m., Central European Summer Time, in Amsterdam, the Netherlands (the “2019 Annual Meeting”). At the 2019 Annual Meeting, the shareholders approved an amendment to the Company’s 2017 Omnibus Incentive Plan (the “2017 Plan”), which increased the number of shares available for issuance under the 2017 Plan by 8,000,000 shares to a total of 12,000,000 shares (the “Amendment”). A summary of the terms of the 2017 Plan and the Amendment is set forth in the Company’s proxy statement for the 2019 Annual Meeting filed with the Securities and Exchange Commission on April 19, 2019 (the “Proxy Statement”) under the caption “Item 1. Amendment to our 2017 Plan to increase the number of shares available for issuance thereunder by 8,000,000 shares to a total of 12,000,000 shares” and is incorporated herein by reference. A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

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

The results of the matters voted upon at the Company’s 2019 Annual Meeting and the “% For” calculation results (which exclude broker non-votes and abstentions to the extent they do not affect the vote on the matter), as more fully described in the Company’s Proxy Statement, are set forth below.

The shareholders approved the Amendment:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
121,343,050	2,596,994	135,656	97.90%	2,019,206

The following nominees were elected as directors to serve one-year terms:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
Bruce D. Wardinski ¹	123,246,514	696,870	132,316	99.43%	2,019,206
Richard B. Fried	122,824,237	1,118,147	133,316	99.09%	2,019,206
Gloria Guevara	100,190,881	23,752,088	132,731	80.83%	2,019,206
Charles Floyd	112,749,675	11,193,709	132,316	90.96%	2,019,206
Daniel J. Hirsch	112,767,085	11,176,299	132,316	90.98%	2,019,206
Hal Stanley Jones	113,794,623	10,148,761	132,316	91.81%	2,019,206
Thomas Klein	112,773,085	11,170,299	132,316	90.98%	2,019,206
Elizabeth Lieberman	114,059,166	9,884,218	132,316	92.02%	2,019,206
Karl Peterson	112,287,030	11,656,939	131,731	90.59%	2,019,206
Arturo Sarukhan	114,064,665	9,879,304	131,731	92.02%	2,019,206
Christopher W. Zacca	123,938,748	5,221	131,731	99.99%	2,019,206
Richard Byles	123,938,748	4,636	132,316	99.99%	2,019,206

¹ All nominees were elected as non-executive directors except for Mr. Wardinski who was elected as sole executive director.

The shareholders adopted the Dutch Statutory Annual Accounts for the year ended December 31, 2018:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
125,685,205	661	409,040	99.99%	—

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
125,960,577	662	133,667	99.99%	—

The shareholders approved the instruction to Deloitte Accountants B.V for the audit of the Company's Dutch Statutory Annual Accounts for the fiscal year ending December 31, 2019.:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
125,686,222	662	408,022	99.99%	—

The shareholders approved the discharge of our directors from liability for the year ended December 31, 2018:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
123,624,818	15,871	435,011	99.98%	2,019,206

The shareholders approved the authorization of the board of directors to acquire Company shares:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>% For</u>	<u>Broker Non-Votes</u>
123,528,669	1,648,871	917,366	98.68%	—

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to 2017 Omnibus Incentive Plan

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.

Date: May 21, 2019

Playa Hotels & Resorts N.V.

By: /s/ Bruce D. Wardinski _____

Bruce D. Wardinski
Chief Executive Officer

SECOND AMENDMENT TO PLAYA HOTELS & RESORTS N.V. 2017 OMNIBUS INCENTIVE PLAN

WHEREAS, Playa Hotels & Resorts N.V. (the "Company") maintains the Playa Hotels & Resorts N.V. 2017 Omnibus Incentive Plan, as amended (the "Plan");

WHEREAS, pursuant to Section 5.2 of the Plan, the Board of Directors of the Company (the "Board") may amend the Plan at any time; provided that, amendments to the Plan must be approved by the Company's shareholders if and to the extent required by applicable laws (the "Shareholder Approval");

WHEREAS, the Board desires to increase the number of common shares in the capital of the Company, with a par value of EUR 0.10 per share, reserved for issuance under the Plan (the "Share Increase") by 8,000,000 Shares;

WHEREAS, the Board desires to amend the Plan to provide for the Share Increase, as set forth in this second amendment to the Plan (this "Second Amendment"), effective upon receipt of the Shareholder Approval;

WHEREAS, pursuant to Section 5.2 of the Plan, in order to effectuate the Share Increase, the Shareholder Approval must be obtained; and

WHEREAS, capitalized terms used in this Second Amendment but not defined herein shall have the meaning given to them in the Plan.

NOW, THEREFORE, the Board hereby amends the Plan, effective upon receipt of the Shareholder Approval, as follows:

1. Section 4.1 of the Plan is hereby deleted and replaced in its entirety with the following:

4.1 Number of Shares Available for Awards.

Subject to adjustment pursuant to **Section 17**, and subject to further authorization by the general meeting of shareholders, the maximum number of Shares available for issuance under the Plan shall be twelve million (12,000,000) Shares. Such Shares may be authorized and unissued Shares or treasury Shares or any combination of the foregoing, as may be determined from time to time by the Board or by the Committee. Any of the Shares available for issuance under the Plan may be used for any type of Award under the Plan, and any or all of the Shares available for issuance under the Plan shall be available for issuance pursuant to Incentive Stock Options.

Except as specifically provided in and modified by this Second Amendment, the Plan is in all other respects hereby ratified and confirmed and references to the Plan shall be deemed to refer to the Plan as modified by this Second Amendment, effective upon receipt of the Shareholder Approval.

PLAYA HOTELS & RESORTS N.V.

By: /s/ Bruce D. Wardinski

Name: Bruce D. Wardinski

Title: Chairman & CEO