
**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): June 25, 2020

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:

<u>Title of each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Playa Hotels & Resorts N.V. (the “Company”) held its annual general meeting of shareholders (the “AGM”) on Thursday June 25, 2020, at 11:00 a.m., Central European Summer Time, in Amsterdam, the Netherlands. At the AGM, the shareholders approved an amendment to the Company’s Articles of Association to remove the ability to issue bearer shares (the “Amendment”). A copy of the Deed of Amendment to the Articles of Association effectuating the Amendment is attached hereto as Exhibit 3.1 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 AGM are set forth below.

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

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Bruce D. Wardinski ¹	115,138,485	3,416,175	39,034	3,398,052
Richard B. Fried	115,048,058	3,532,971	12,665	3,398,052
Gloria Guevara	115,478,273	3,103,678	11,743	3,398,052
Charles Floyd	115,469,918	3,110,985	12,791	3,398,052
Hal Stanley Jones	116,108,276	2,472,620	12,798	3,398,052
Elizabeth Lieberman	115,801,118	2,780,935	11,641	3,398,052
Karl Peterson	114,734,066	3,846,911	12,717	3,398,052
Christopher W. Zacca	114,570,816	4,010,768	12,110	3,398,052

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

- (2) The shareholders approved the adoption of the Company’s Dutch Statutory Annual Accounts for the fiscal year ended December 31, 2019:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
121,922,421	11,591	57,734	—

- (3) The shareholders ratified the selection of Deloitte & Touche LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2020:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
121,928,752	16,498	46,496	—

- (4) 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, 2020:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
121,932,931	10,454	48,361	—

- (5) The shareholders approved the discharge of our directors from liability for the year ended December 31, 2019:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
115,479,170	3,096,013	18,511	3,398,052

- (6) The shareholders approved the authorization of the board of directors to acquire shares in the capital of the Company:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
121,233,352	85,574	672,820	—

- (7) The shareholders approved the Amendment:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
118,570,647	7,959	15,088	3,398,052

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Deed of Amendment to Articles of Association

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: June 26, 2020

PLAYA HOTELS & RESORTS N.V.

By: /s/ Ryan Hymel

Ryan Hymel

Chief Financial Officer

Note: this is a translation into English of the official Dutch version of a deed of amendment to the articles of association of a public company under Dutch law. In the event of a conflict between the English and Dutch texts, the Dutch text shall prevail.

**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF
Playa Hotels & Resorts N.V.**

On this, the twenty-fifth day of June two thousand and twenty, appeared before me, Paul Cornelis Simon van der Bijl, civil law notary at Amsterdam:

[*NautaDutilh employee, under proxy*].

The person appearing before me declared that the general meeting of **Playa Hotels & Resorts N.V.**, a public company under Dutch law, having its corporate seat at Amsterdam (address: Prins Bernhardplein 200, 1097 JB Amsterdam, trade register number: 67450628) (the “**Company**”), at a general meeting held at Amsterdam on the twenty-fifth day of June two thousand and twenty, decided, among other things, to amend the Company’s articles of association (the “**Articles of Association**”) in part.

A copy of the minutes of the abovementioned meeting (the “**Minutes**”) will be attached to this Deed as an annex.

The Articles of Association were most recently amended by a deed executed on the tenth day of May two thousand and eighteen before Paul Cornelis Simon van der Bijl, aforementioned.

In order to carry out the abovementioned decision to amend the Articles of Association, the person appearing declared to hereby amend the Articles of Association in part, as set out below:

Article 5 shall come to read as follows:

“SHARES – FORM OF SHARES AND SHARE REGISTER

Article 5

- 5.1 All shares are registered shares. The Company may issue share certificates for registered shares in such form as may be approved by the Board of Directors. Each Director is authorised to sign any such share certificate on behalf of the Company.
- 5.2 Shares shall be numbered consecutively, starting from 1.
- 5.3 The Board of Directors shall keep a register setting out the names and addresses of all shareholders and all holders of a usufruct or pledge in respect of such shares. The register shall also set out any other particulars that must be included in the register pursuant to applicable law. Part of the register may be kept outside the Netherlands to comply with applicable local law or pursuant to stock exchange rules.
- 5.4 Shareholders, usufructuaries and pledgees whose particulars must be set out in the register shall provide the Board of Directors with the necessary particulars in a timely fashion. Any consequences of not, or incorrectly, notifying such particulars shall be borne by the relevant party.
- 5.5 All notifications may be sent to shareholders, usufructuaries and pledgees whose particulars must be set out in the register at their respective addresses as set out in the register.”

FINAL STATEMENTS

Finally, the person appearing declared, as evidenced by the Minutes, to be authorised to execute this Deed.

The person appearing is known to me, civil law notary.

This Deed was executed in Amsterdam on the date mentioned in its heading.

After I, civil law notary, had conveyed and explained the contents of the Deed in substance to the person appearing, the person appearing declared to have taken note of the contents of the Deed, to be in agreement with the contents and not to wish them to be read out in full. Following a partial reading, the Deed was signed by the person appearing and by me, civil law notary.