

ORIENT EXPRESS HOTELS LTD  
Form 8-K  
June 08, 2012

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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 (earliest event reported): June 7, 2012

ORIENT-EXPRESS HOTELS LTD.  
(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| Bermuda<br>(State or other jurisdiction<br>of incorporation) | 001-16017<br>(Commission<br>file number) | 98-0223493<br>(I.R.S. Employer<br>Identification No.) |
|--|--|---|

22 Victoria Street  
Hamilton HM 12, Bermuda  
(Address of principal executive offices) (Zip Code)

441-295-2244  
(Registrant's telephone number, including area code)

Not Applicable  
(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 (see General Instruction A.2.):

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

The Registrant convened and held an annual general meeting of shareholders on June 7, 2012. The holders of class A and B common shares, voting together, (i) elected nine directors of the Registrant, (ii) approved an amendment to the Registrant's 2009 Share Award and Incentive Plan and (iii) appointed Deloitte LLP ("Deloitte") as the Registrant's independent registered public accounting firm until the close of the 2013 annual general meeting and authorized the Audit Committee of the Board of Directors of the Registrant to fix Deloitte's remuneration. A brief description of each matter and the number of votes on each matter are as follows:

(1) Election of nine directors, to constitute the entire Board of Directors, serving until the 2013 annual general meeting:

| Name                 | For        | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Harsha V. Agadi      | 21,815,721 | 3,842,162 | 435,531          |
| John D. Campbell     | 20,789,786 | 4,868,097 | 435,531          |
| Mitchell C. Hochberg | 21,191,590 | 4,466,293 | 435,531          |
| Ruth Kennedy         | 25,424,052 | 233,831   | 435,531          |
| Prudence M. Leith    | 21,323,302 | 4,334,581 | 435,531          |
| J. Robert Lovejoy    | 21,214,412 | 4,443,472 | 435,531          |
| Jo Malone            | 25,423,822 | 234,061   | 435,531          |
| Philip R. Mengel     | 21,733,017 | 3,924,866 | 435,531          |
| Georg R. Rafael      | 21,807,634 | 3,850,249 | 435,531          |

(2) Approval of an amendment to the Registrant's 2009 Share Award and Incentive Plan to increase by 5,000,000 the number of class A common shares authorized for issuance under the plan:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 23,963,391 | 1,693,548 | 944     | 435,531          |

(3) Appointment of Deloitte as the Registrant's independent registered public accounting firm until the close of the 2013 annual general meeting, and authorization of the Board's Audit Committee to fix Deloitte's remuneration:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 25,701,677 | 391,176 | 561     | N/A              |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description of Exhibit  |
|-------------------|---|
| 10.1              | Registrant's 2009 Share Award and Incentive Plan, as amended. |

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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 thereunto duly authorized.

ORIENT-EXPRESS HOTELS LTD.

Date: June 8, 2012

By: /s/ Edwin S. Hetherington  
Edwin S. Hetherington  
Vice President, General  
Counsel and Secretary

EXHIBIT INDEX

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