

**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 17, 2023

**Travel + Leisure Co.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> <small>(State or Other Jurisdiction of Incorporation)</small>	<b>001-32876</b> <small>(Commission File Number)</small>	<b>20-0052541</b> <small>(IRS Employer Identification Number)</small>
--	---	--

<b>6277 Sea Harbor Drive</b>  <b>Orlando Florida</b> <small>(Address of Principal Executive Offices)</small>	<b>32821</b> <small>(Zip Code)</small>
---	---

**(407) 626-5200**

(Registrant's telephone number, including area code)

**None**  
(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. below):

- 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	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value per share</b>	<b>TNL</b>	<b>New York Stock Exchange</b>

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

- (a) Travel + Leisure Co. (the “Company”) held its 2023 Annual Meeting of Shareholders on May 17, 2023 (the “Annual Meeting”).
- (b) At the Annual Meeting, four proposals described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 6, 2023 (the “Proxy Statement”) were submitted to the Company’s shareholders. The final voting results are as follows:

**Proposal 1**

The Company’s shareholders elected the following Directors to serve for a term ending at the 2024 annual meeting, with each Director to serve until such Director’s successor is elected and qualified or until such Director’s earlier resignation, retirement, disqualification, or removal.

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Louise F. Brady	57,675,128	2,076,533	6,875,759
Michael D. Brown	58,642,442	1,109,219	6,875,759
James E. Buckman	56,247,722	3,503,939	6,875,759
George Herrera	57,144,714	2,606,947	6,875,759
Stephen P. Holmes	57,874,320	1,877,341	6,875,759
Lucinda C. Martinez	59,078,602	673,059	6,875,759
Denny Marie Post	57,642,647	2,109,014	6,875,759
Ronald L. Rickles	59,034,386	717,275	6,875,759
Michael H. Wargotz	57,027,126	2,724,535	6,875,759

**Proposal 2**

The Company’s shareholders approved, on a non-binding, advisory basis, the compensation of our named executive officers in the Proxy Statement.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
54,617,813	4,817,353	316,495	6,875,759

**Proposal 3**

The Company’s shareholders voted, on a non-binding, advisory basis, in favor of holding an annual advisory vote on the compensation of our named executive officers.

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
57,927,934	46,540	1,542,134	235,053	6,875,759

**Proposal 4**

The Company’s shareholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
65,787,389	626,556	213,475	

- (c) Not applicable.
- (d) Consistent with its own recommendation with respect to Proposal 3, the Company’s Board of Directors has determined to continue to provide the Company’s shareholders with an annual advisory vote to approve executive compensation until the next vote on the frequency of such advisory votes.
-

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is furnished with this report:

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (cover page XBRL tags are embedded within the Inline XBRL document)

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRAVEL + LEISURE CO.**

By: /s/ Thomas M. Duncan

Name: Thomas M. Duncan

Title: Chief Accounting Officer

Date: May 18, 2023