

CHOICE HOTELS INTERNATIONAL INC /DE  
Form 8-K  
June 02, 2014

**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 27, 2014**

**CHOICE HOTELS INTERNATIONAL, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-13393**  
**(Commission**  
  
**File Number)**

**52-1209792**  
**(I.R.S. Employer**  
  
**Identification No.)**

**1 Choice Hotels Circle, Suite 400, Rockville, Maryland 20850**

**(Address of Principal Executive Offices) (Zip Code)**

**(301) 592-5000**

**(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:

- .. 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))

**Item 4.01 Change in Registrant's Certifying Accountant.**

**(a) Dismissal of Independent Registered Public Accounting Firm**

On May 27, 2014, the Audit Committee (the *Committee*) of the Board of Directors of Choice Hotels International, Inc. (the *Company*) dismissed PricewaterhouseCoopers LLP (*PWC*) as the *Company's* independent registered public accounting firm, effective immediately.

The audit reports of PWC on the consolidated financial statements of the *Company* as of and for the years ended December 31, 2013 and 2012 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. During the fiscal years ended December 31, 2013 and 2012, and through May 27, 2014, there were (i) no *disagreements* as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, between the *Company* and PWC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which *disagreements*, if not resolved to the satisfaction of PWC, would have caused PWC to make reference to the subject matter of the *disagreements* in its reports on the financial statements for such years, and (ii) no *reportable events* as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The *Company* provided PWC with a copy of this Current Report on Form 8-K and requested that PWC furnish the *Company* with a letter addressed to the US Securities and Exchange Commission stating whether it agrees with the statements contained herein. A copy of PWC's letter, dated June 2, 2014, is filed as Exhibit 16.1 to this Form 8-K.

**(b) Engagement of New Independent Registered Public Accounting Firm**

On May 30, 2014, following the conclusion of a competitive process managed by the *Committee*, the *Company* engaged Ernst & Young LLP (*EY*) as its independent registered public accounting firm for the fiscal year ending December 31, 2014. During the fiscal years ended December 31, 2013 and 2012 and through May 30, 2014, neither the *Company*, nor anyone on its behalf, has consulted EY with respect to (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the *Company's* consolidated financial statements, and neither a written report was provided to the *Company* nor oral advice was provided to the *Company* that EY concluded was an important factor considered by the *Company* in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a *disagreement* (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a *reportable event* (as described in Item 304(a)(1)(v) of Regulation S-K).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
16.1	Letter from PricewaterhouseCoopers LLP dated June 2, 2014.

**SIGNATURES**

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 2, 2014

**Choice Hotels International, Inc.**

By: /s/ Simone Wu

Name: Simone Wu

Title: Senior Vice President, General Counsel, Corporate  
Secretary & Chief Compliance Officer