

**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 10, 2023

LAMAR ADVERTISING COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36756
(Commission
File Number)

47-0961620
(IRS Employer
Identification No.)

5321 Corporate Blvd.
Baton Rouge, Louisiana 70808
(Address of Principal Executive Offices) (Zip Code)

(225) 926-1000
(Registrant's telephone number, including area code)

N/A
(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(s)	Name of each exchange on which registered
Class A common stock, \$0.001 par value	LAMR	The NASDAQ Stock Market, LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

On May 10, 2023, Lamar Advertising Company (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”). Only stockholders of record as of the close of business on March 13, 2023 were entitled to vote at the 2023 Annual Meeting. As of March 13, 2023, 87,457,686 shares of Class A Common Stock, 14,420,085 shares of Class B Common Stock, and 5,719.49 shares of Series AA Preferred Stock were outstanding and entitled to vote at the 2023 Annual Meeting. With respect to the matters submitted for vote at the 2023 Annual Meeting, each share of Class A Common Stock is entitled to one vote, each share of Class B Common Stock is entitled to ten votes, and each share of Series AA Preferred Stock is entitled to one vote. At the 2023 Annual Meeting, 81,073,022 shares of Class A Common Stock, all shares of Class B Common Stock, and all shares of Series AA Preferred Stock of the Company were represented, in person or by proxy, constituting a quorum for the meeting.

The following four proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2023, were before the meeting, and they received the following votes:

Proposal 1: Election of Nine Directors to Serve until the 2024 Annual Meeting. The following individuals were elected to serve as directors of the Company:

<u>Name of Director Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Nancy Fletcher	217,919,011.49	1,880,736	5,479,844
John E. Koerner, III	190,210,194.49	29,589,553	5,479,844
Marshall A. Loeb	219,296,389.49	503,358	5,479,844
Stephen P. Mumblow	194,465,251.49	25,334,496	5,479,844
Thomas V. Reifenheiser	194,433,865.49	25,365,882	5,479,844
Anna Reilly	197,001,005.49	22,798,742	5,479,844
Kevin P. Reilly, Jr.	196,043,676.49	23,756,071	5,479,844
Wendell Reilly	197,000,643.49	22,799,104	5,479,844
Elizabeth Thompson	199,556,136.49	20,243,611	5,479,844

Proposal 2: Approval, on an advisory and non-binding basis, of the compensation paid to the Company's named executive officers. The stockholders approved, on a non-binding advisory basis, the executive compensation as disclosed in the Proxy.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
215,144,258.49	4,515,233	134,545	5,479,844

Proposal 3: Non-Binding, Advisory Vote on the Frequency of Future Advisory Votes on the compensation paid to the Company's named executive officers. A proposal relating to the frequency of the stockholder advisory vote to approve the compensation of the Company's named executive officers received a majority of the votes cast in favor of a stockholder advisory vote every three years with the votes shown:

<u>Every 1 Year</u>	<u>Every 2 Years</u>	<u>Every 3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
68,295,892	44,312	151,318,586.49	135,246	5,479,844

Proposal 4: Ratification of the appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the 2023 Fiscal Year. The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
224,215,000.49	1,029,507	35,084	0

In light of the voting results with respect to the frequency of future stockholder votes on executive compensation (detailed above under the voting results for Proposal 3), the Company's Board of Directors has determined that the Company will hold a triennial advisory vote on executive compensation until the next required advisory vote on the frequency of the vote on executive compensation, or until the Board of Directors determines it is in the best interest of the Company to hold such vote with different frequency.

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: May 16, 2023

LAMAR ADVERTISING COMPANY

By: /s/ Jay L. Johnson

Jay L. Johnson

EVP, Chief Financial Officer and Treasurer