

Edgar Filing: Piedmont Office Realty Trust, Inc. - Form 8-K

Piedmont Office Realty Trust, Inc.  
Form 8-K  
May 16, 2018

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 15, 2018

Piedmont Office Realty Trust, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34626

Maryland 58-2328421  
(State or other jurisdiction of (IRS Employer  
incorporation) Identification No.)

5565 Glenridge Connector  
Suite 450  
Atlanta, GA 30342-4788  
(Address of principal executive offices, including zip code)

770-418-8800  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)  
11695 Johns Creek Parkway  
Suite 350  
Johns Creek, GA 30097-1523

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))

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.

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Item 5.07 Submission of Matters to a Vote of Security Holders

On May 15, 2018, the Registrant held its 2018 Annual Meeting in Alpharetta, Georgia. Proxies for the meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended.

The following matters were submitted to a vote of the stockholders:

The Registrant's stockholders elected the following individuals to its board of directors for one-year terms expiring in 2019:

| Name                   | Number of Shares Voted For | Number of Shares Withheld | Broker Non-Votes |
|------------------------|----------------------------|---------------------------|------------------|
| Kelly H. Barrett       | 100,550,338                | 1,051,829                 | 13,451,103       |
| Wesley E. Cantrell     | 99,326,029                 | 2,276,138                 | 13,451,103       |
| Barbara B. Lang        | 100,431,770                | 1,170,397                 | 13,451,103       |
| Frank C. McDowell      | 99,672,715                 | 1,929,453                 | 13,451,103       |
| Donald A. Miller, CFA  | 100,675,900                | 926,267                   | 13,451,103       |
| Raymond G. Milnes, Jr. | 100,677,897                | 924,270                   | 13,451,103       |
| Jeffery L. Swope       | 100,535,358                | 1,066,810                 | 13,451,103       |
| Dale H. Taysom         | 100,681,550                | 920,617                   | 13,451,103       |

The Registrant's stockholders voted to ratify the appointment of Deloitte and Touche, LLP, as independent registered public accountants for the fiscal year ended December 31, 2018, as follows:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained |
|----------------------------|--------------------------------|----------------------------|
| 114,566,151                | 314,461                        | 172,657                    |

The Registrant's stockholders voted to approve an amendment to its charter to clarify that the Registrant's stockholders have the power to amend the Registrant's bylaws as disclosed in the proxy statement as follows:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|----------------------------|--------------------------------|----------------------------|------------------|
| 101,373,832                | 104,321                        | 124,014                    | 13,451,103       |

The Registrant's stockholders voted to approve, on an advisory basis, the compensation of the named executive officers as disclosed in the proxy statement as follows:

| Number of Shares Voted For | Number of Shares Voted Against | Number of Shares Abstained | Broker Non-Votes |
|----------------------------|--------------------------------|----------------------------|------------------|
| 98,377,343                 | 2,883,729                      | 341,095                    | 13,451,103       |



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.

Piedmont Office Realty Trust, Inc.

Date: May 16, 2018 By: /s/ Robert E. Bowers  
Robert E. Bowers  
Chief Financial Officer and Executive Vice President