

DUKE REALTY CORP  
Form 8-K  
May 04, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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): April 29, 2015**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**  
**(Exact name of registrant specified in its charter)**

**Duke Realty Corporation:**

**Indiana**  
**(State of**

**1-9044**  
**(Commission**

**35-1740409**  
**(IRS Employer**

| <b>Formation)</b>                       | <b>File Number)</b> | <b>Identification No.)</b> |
|---|---------------------|----------------------------|
| <b>Duke Realty Limited Partnership:</b> |                     |                            |

|                  |                    |                      |
|------------------|--------------------|----------------------|
| <b>Indiana</b>   | <b>0-20625</b>     | <b>35-1898425</b>    |
| <b>(State of</b> | <b>(Commission</b> | <b>(IRS Employer</b> |

| <b>Formation)</b> | <b>File Number)</b> | <b>Identification No.)</b> |
|-------------------|---------------------|----------------------------|
|-------------------|---------------------|----------------------------|

**600 East 96th Street**

**Suite 100**

**Indianapolis, IN 46240**

**(Address of principal executive offices, zip code)**

**Registrant s telephone number, including area code: (317) 808-6000**

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 2.02. Results of Operations and Financial Condition.**

On April 29, 2015, Duke Realty Corporation, an Indiana corporation (the Company), the sole general partner of Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership), issued a press release (the Press Release) announcing its results of operations and financial condition for the quarter ended March 31, 2015. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated into this Item 2.02 by this reference.

On April 30, 2015, the Company also held a conference call to discuss the Company's financial results for the quarter ended March 31, 2015. Pursuant to General Instruction F to Form 8-K, a copy of the transcript from the conference call (the Transcript) is attached hereto as Exhibit 99.2 and is incorporated into this Item 2.02 by this reference. The Transcript has been selectively edited to facilitate the understanding of the information communicated during the conference call.

The information contained in this Item 2.02, including the related information set forth in the Press Release and the Transcript attached hereto and incorporated by reference herein, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 30, 2015, the Company announced that Mr. James D. Bremner will step down from the position of President, Healthcare of the Company, effective June 30, 2015. Mr. Bremner's responsibilities will be assumed by current Company employees, and the Company does not plan to replace Mr. Bremner at this time.

Mr. Bremner has agreed to provide certain consulting services to the Company through BRE II, LLC, an Indiana limited liability company, of which Mr. Bremner is the sole member, during the period commencing on June 30, 2015 and ending on January 1, 2016, subject to earlier termination (the Consulting Period). The Company and BRE II, LLC plan to enter into a Consulting Agreement (the Consulting Agreement) effective as of June 30, 2015. Pursuant to the Consulting Agreement, BRE II, LLC is expected to be entitled to 12 cash payments of \$2,333.34 per month in exchange for the performance of consulting services during the Consulting Period. However, the Company cannot assure you that the Company and BRE II, LLC will enter into the Consulting Agreement on the terms described herein or at all.

In addition, at the Company's Annual Meeting of Shareholders held on April 29, 2015 (the Annual Meeting), the Company's shareholders approved the Company's 2015 Long-Term

Incentive Plan. Details of the Company's 2015 Long-Term Incentive Plan were included in the Company's Definitive Proxy Statement on Schedule 14A (File No. 001-09044) as filed with the Securities and Exchange Commission on March 11, 2015.

Pursuant to General Instruction F to Form 8-K, the Company's 2015 Long-Term Incentive Plan is attached hereto as Exhibit 10.1, and incorporated into this Item 5.02 by this reference.

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

At the Annual Meeting, the shareholders of the Company voted on four proposals. Each proposal was approved pursuant to the following final voting results from the Annual Meeting:

1. To elect thirteen directors to serve on the Company's Board of Directors for a one-year term ending at the 2016 Annual Meeting of Shareholders:

|                          | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------------|-------------|----------------|----------------|-----------------------------|
| Thomas J. Baltimore, Jr. | 294,288,655 | 4,781,880      | 470,136        | 21,134,617                  |
| William Cavanaugh III    | 296,222,923 | 2,845,235      | 472,513        | 21,134,617                  |
| Alan H. Cohen            | 297,735,824 | 1,320,641      | 484,206        | 21,134,617                  |
| Ngaire E. Cuneo          | 285,971,754 | 13,168,276     | 400,641        | 21,134,617                  |
| Charles R. Eitel         | 296,468,609 | 2,673,209      | 398,853        | 21,134,617                  |
| Martin C. Jischke, PhD   | 296,586,181 | 2,554,308      | 400,182        | 21,134,617                  |
| Dennis D. Oklak          | 294,587,716 | 4,347,302      | 605,653        | 21,134,617                  |
| Melanie R. Sabelhaus     | 297,957,376 | 1,104,405      | 478,890        | 21,134,617                  |
| Peter M. Scott, III      | 298,198,117 | 860,129        | 482,425        | 21,134,617                  |
| Jack R. Shaw             | 297,005,844 | 2,067,870      | 446,957        | 21,134,617                  |
| Michael E. Szymanczyk    | 298,173,076 | 878,671        | 488,924        | 21,134,617                  |
| Lynn C. Thurber          | 297,958,204 | 1,191,565      | 390,902        | 21,134,617                  |
| Robert J. Woodward, Jr.  | 286,203,591 | 12,868,249     | 468,831        | 21,134,617                  |

2. To vote on an advisory basis to approve the compensation of the Company's executive officers for 2014:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 279,885,916 | 18,900,603     | 754,152        | 21,134,617                  |

3. To ratify the reappointment of KPMG LLP as the Company's independent registered public accountants for the fiscal year 2015:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 318,490,897 | 1,639,226      | 545,165        |                             |

4. To approve the Company's 2015 Long-Term Incentive Plan:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 275,375,474 | 23,462,380     | 702,817        | 21,134,617                  |

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

**(d) Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.1                      | Duke Realty Corporation 2015 Long-Term Incentive Plan. #   |
| 99.1                      | Duke Realty Corporation press release dated April 29, 2015, with respect to its financial results for the quarter ended March 31, 2015.*                         |
| 99.2                      | Duke Realty Corporation transcript from the conference call held on April 30, 2015, with respect to its financial results for the quarter ended March 31, 2015.* |

\* The Press Release and the Transcript attached hereto as Exhibits 99.1 and 99.2, respectively, are furnished and not filed, as described in Item 2.02 of this Current Report on Form 8-K.

**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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ ANN C. DEE  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

**DUKE REALTY LIMITED  
PARTNERSHIP**

By: Duke Realty Corporation, its general  
partner

By: /s/ ANN C. DEE  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

Dated: May 4, 2015

**EXHIBIT INDEX**

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