

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

Education Realty Trust, Inc.  
Form 8-K  
May 22, 2014

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): May 22, 2014 (May 21, 2014)

Education Realty Trust, Inc.

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(Exact Name of Registrant as Specified in Its Charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Maryland                                          | 001-32417                | 20-1352180                           |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|                                          |            |
|------------------------------------------|------------|
| 999 South Shady Grove Road, Suite 600    |            |
| Memphis, Tennessee                       | 38120      |
| (Address of Principal Executive Offices) | (Zip Code) |

901-259-2500

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

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(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))



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

At the 2014 Annual Meeting of Stockholders of Education Realty Trust, Inc. (“EdR”) held on May 21, 2014 (the “Annual Meeting”), EdR’s stockholders approved each of the proposals presented which are described in more detail in EdR’s Definitive Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on April 7, 2014. Holders of 104,515,628 shares of EdR’s common stock were present in person or represented by proxy at the Annual Meeting.

The following are the voting results on each proposal presented to EdR’s stockholders at the Annual Meeting:

Proposal 1: To elect eight directors to serve until the 2015 Annual Meeting of Stockholders and until their successors have been duly elected and qualify.

| Director               | Votes For  | Withheld  | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| John V. Arabia         | 97,471,851 | 111,774   | 6,932,003        |
| Paul O. Bower          | 96,974,706 | 608,919   | 6,932,003        |
| Monte J. Barrow        | 97,467,449 | 116,176   | 6,932,003        |
| William J. Cahill, III | 97,417,527 | 166,098   | 6,932,003        |
| Randall L. Churchey    | 96,148,330 | 1,435,295 | 6,932,003        |
| John L. Ford           | 97,318,906 | 264,719   | 6,932,003        |
| Howard A. Silver       | 96,135,782 | 1,447,843 | 6,932,003        |
| Wendell W. Weakley     | 97,417,293 | 166,332   | 6,932,003        |

Proposal 2: To ratify the appointment of Deloitte & Touche LLP as EdR’s independent registered public accounting firm for the fiscal year ending December 31, 2014.

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 103,638,578 | 846,769       | 30,281      |

Proposal 3: To approve, in an advisory (non-binding) vote, the compensation of EdR’s named executive officers.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 95,830,767 | 1,705,846     | 47,012      | 6,932,003        |

SIGNATURE

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.

EDUCATION REALTY TRUST, INC.

Date: May 22, 2014

By: /s/ Randall H. Brown  
Randall H. Brown  
Executive Vice President, Chief Financial Officer and  
Treasurer