

FOREST CITY ENTERPRISES INC
Form 8-K
May 29, 2015

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 28, 2015

Forest City Enterprises, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Ohio | 1-4372 | 34-0863886 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|---|---------------------|
| Terminal Tower, 50 Public Square Suite 1100, Cleveland, Ohio (Address of principal executive offices) | 44113 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: 216-621-6060

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 5.07 - Submission of Matters to a Vote of Security Holders

On May 28, 2015, the Annual Meeting of Shareholders (the “Annual Meeting”) of Forest City Enterprises, Inc. (the “Company”) was held. At the Annual Meeting, 186,585,212 shares of Class A common stock representing 186,585,212 votes and 18,459,184 shares of Class B common stock representing 184,591,840 votes were represented in person or by proxy. These shares represented a quorum. The matters presented to shareholders for vote at the Annual Meeting and the voting tabulation for each such matter were as follows:

The election of four (4) directors by holders of Class A common stock and the election of nine (9) directors by 1: holders of Class B common stock, each to hold office until the next annual shareholders' meeting and until a successor is elected and qualified.

| | For | Withheld | Broker Non-Votes |
|--------------------------|-------------|------------|------------------|
| Class A Nominees | | | |
| Arthur F. Anton | 170,538,363 | 9,034,975 | 7,011,874 |
| Scott S. Cowen | 166,809,594 | 12,763,744 | 7,011,874 |
| Michael P. Esposito, Jr. | 167,987,359 | 11,585,979 | 7,011,874 |
| Stan Ross | 170,375,484 | 9,197,854 | 7,011,874 |
| Class B Nominees | | | |
| Kenneth J. Bacon | 179,485,720 | 5,500 | 5,100,620 |
| Christine R. Detrick | 179,485,720 | 5,500 | 5,100,620 |
| Deborah L. Harmon | 179,485,720 | 5,500 | 5,100,620 |
| David J. LaRue | 179,478,870 | 12,350 | 5,100,620 |
| Brian J. Ratner | 179,478,870 | 12,350 | 5,100,620 |
| Bruce C. Ratner | 179,478,870 | 12,350 | 5,100,620 |
| Charles A. Ratner | 179,478,870 | 12,350 | 5,100,620 |
| Deborah Ratner Salzberg | 179,478,870 | 12,350 | 5,100,620 |
| Ronald A. Ratner | 179,478,870 | 12,350 | 5,100,620 |

2: The approval (on an advisory, non-binding basis) of the compensation of the Company's Named Executive Officers.

| | For | Against | Abstain | Broker Non-Votes |
|------------------------------|-------------|------------|---------|------------------|
| Combined Class A and Class B | 336,447,126 | 22,298,407 | 319,025 | 12,112,494 |

3: Ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm for the Company for the year ending December 31, 2015.

| | For | Against | Abstain |
|------------------------------|-------------|---------|---------|
| Combined Class A and Class B | 370,736,736 | 277,492 | 162,824 |

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.

FOREST CITY ENTERPRISES, INC.

Date: May 29, 2015

By: /s/ ROBERT G. O'BRIEN

Name: Robert G. O'Brien

Title: Executive Vice President and Chief Financial Officer