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Douglas Emmett Inc  
Form 8-K  
June 03, 2016

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)  
June 2, 2016

Douglas Emmett, Inc.  
(Exact name of registrant as specified in its charter)

|                                                |                        |                                         |
|------------------------------------------------|------------------------|-----------------------------------------|
| Maryland                                       | 001-33106              | 20-3073047                              |
| (State or other jurisdiction of incorporation) | Commission file number | (I.R.S. Employer<br>identification No.) |

|                                                             |            |
|-------------------------------------------------------------|------------|
| 808 Wilshire Boulevard, Suite 200, Santa Monica, California | 90401      |
| (Address of principal executive offices)                    | (Zip Code) |

Registrant's telephone number, including area code: (310) 255-7700

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

At our Annual Meeting of Stockholders held on June 2, 2016 (see Item 5.07 below), our stockholders approved the adoption of the Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan (the "2016 Plan"), which had previously been approved by our Board of Directors. A copy of the 2016 Plan is attached to this filing as Exhibit 10.1. The 2016 Plan authorizes the grant of awards covering up to 8.4 million shares of our common stock. No further grants will be made under the The Douglas Emmett, Inc. 2006 Omnibus Stock Incentive Plan.

Item 5.07 Submission of Matters to a Vote of Security Holders

Presented below are the voting results for the matters (described in detail in our proxy statement filed with the Securities and Exchange Commission on April 15, 2016) submitted to our stockholders at our Annual Meeting of Stockholders held on June 2, 2016:

Proposal 1. The following nominees were elected to serve on the board of directors until the 2017 annual meeting of stockholders with the following vote:

| Nominee                 | For         | Withheld  | Broker Non-Votes |
|-------------------------|-------------|-----------|------------------|
| Dan A. Emmett           | 131,111,692 | 5,787,086 | 2,029,308        |
| Jordan L. Kaplan        | 136,671,979 | 226,799   | 2,029,308        |
| Kenneth M. Panzer       | 131,775,434 | 5,123,344 | 2,029,308        |
| Christopher H. Anderson | 135,506,376 | 1,392,402 | 2,029,308        |
| Leslie E. Bider         | 135,160,741 | 1,738,037 | 2,029,308        |
| Dr. David T. Feinberg   | 135,323,321 | 1,575,457 | 2,029,308        |
| Thomas E. O'Hern        | 136,128,909 | 769,869   | 2,029,308        |
| William E. Simon, Jr.   | 136,131,170 | 767,608   | 2,029,308        |
| Virginia A. McFerran    | 136,519,630 | 379,148   | 2,029,308        |

Proposal 2. The appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016 was ratified with the following vote:

| For         | Against   | Abstained | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 135,955,942 | 2,964,075 | 8,069     | —                |

Proposal 3. The Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan was approved with the following vote:

| For         | Against    | Abstained | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 123,833,796 | 13,051,010 | 13,970    | 2,029,310        |

Proposal 4. Our 2015 executive compensation was approved with the following non-binding advisory vote:

| For | Against | Abstained | Broker Non-Votes |
|-----|---------|-----------|------------------|
|-----|---------|-----------|------------------|

115,611,396 21,269,517 17,863 2,029,310

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibit is furnished with this Current Report on Form 8-K:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|      |                                                        |
|------|--------------------------------------------------------|
| 10.1 | Douglas Emmett, Inc. 2016 Omnibus Stock Incentive Plan |
|------|--------------------------------------------------------|

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.

DOUGLAS EMMETT,  
INC.

Dated: June 3, 2016 By: /s/ MONA M. GISLER

Mona M. Gisler  
Chief Financial Officer