

Brixmor Property Group Inc.
Form 8-K
May 09, 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 8, 2018
Brixmor Property Group Inc.
Brixmor Operating Partnership LP
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Maryland (Brixmor Property Group Inc.) | 001-36160 | 45-2433192 |
| Delaware (Brixmor Operating Partnership LP) | 333-201464-01 | 80-0831163 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

450 Lexington Avenue
New York, New York 10017
(Address of Principal Executive Offices) (Zip Code)
(212) 869-3000
(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company. See the definitions of "emerging growth company" in Rule 12b-2 of the Exchange Act.

Brixmor Property Group Inc. Yes No Brixmor Operating Partnership LP Yes No

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.

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

On May 8, 2018, Brixmor Property Group Inc. (“the Company”) held its annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in the Company’s definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 26, 2018 (the “Proxy Statement”). The final voting results for the matters submitted to a vote of stockholders were as follows:

Item 1 - Election of Directors

At the annual meeting, the Company’s stockholders elected the persons listed below as directors for a one-year term expiring in 2019 or until their respective successors are duly elected and qualified:

| | Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|----------------------|----------------|--------------------|-------------|------------------|
| James M. Taylor Jr. | 271,988,645 | 455,358 | 26,540 | 8,951,125 |
| John G. Schreiber | 271,259,422 | 1,186,729 | 24,393 | 8,951,124 |
| Michael Berman | 271,594,688 | 851,462 | 24,393 | 8,951,125 |
| Sheryl M. Crosland | 271,593,658 | 853,972 | 22,914 | 8,951,124 |
| Thomas W. Dickson | 271,359,874 | 1,085,076 | 25,593 | 8,951,125 |
| Daniel B. Hurwitz | 270,765,614 | 1,679,635 | 25,293 | 8,951,126 |
| William D. Rahm | 270,650,168 | 1,794,082 | 26,293 | 8,951,125 |
| Gabrielle Sulzberger | 271,458,933 | 987,696 | 23,914 | 8,951,125 |

Item 2 - Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm
 The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2018.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 280,108,007 | 1,277,701 | 35,960 | 0 |

Item 3 - Non-Binding Vote on Executive Compensation

The Company’s stockholders approved, in a non-binding advisory vote, the compensation paid to the Company’s named executive officers as disclosed in the Proxy Statement.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 253,229,943 | 19,112,746 | 127,855 | 8,951,124 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Date: May 9, 2018 BRIXMOR PROPERTY GROUP INC.

By: /s/Steven F. Siegel
Name: Steven F. Siegel
Title: Executive Vice President,
General Counsel and Secretary

BRIXMOR OPERATING PARTNERSHIP LP

By: Brixmor OP GP LLC, its general partner

By: BPG Subsidiary Inc., its sole member

By: /s/Steven F. Siegel
Name: Steven F. Siegel
Title: Executive Vice President,
General Counsel and Secretary