

SBA COMMUNICATIONS CORP
Form 8-K
May 28, 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 21, 2015

SBA Communications Corporation
(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

000-30110
(Commission
File Number)

65-0716501
(IRS Employer
Identification No.)

8051 Congress Avenue

Boca Raton, FL
(Address of Principal Executive Offices)

33487
(Zip Code)

Registrant's telephone number, including area code: (561) 995-7670

(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.

On May 21, 2015, SBA Communications Corporation (the Company) held its 2015 Annual Meeting of Shareholders. At the 2015 Annual Meeting of Shareholders, the shareholders voted on (i) the election of three director nominees (Proposal 1), (ii) the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year (Proposal 2), (iii) the approval, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 3), (iv) the approval of the Company's proposal regarding proxy access (Proposal 4) and (v) a shareholder proposal regarding proxy access (Proposal 5). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees as Class I directors for a term of office expiring at the 2018 Annual Meeting of Shareholders and, in each case, until his or her successor is duly elected and qualified.

| | For | Against | Abstain | Broker Non-Vote |
|-----------------------|-------------|-----------|---------|-----------------|
| Brian C. Carr | 110,365,275 | 1,757,253 | 194,930 | 6,499,665 |
| Mary S. Chan | 110,950,415 | 1,172,209 | 194,834 | 6,499,665 |
| George R. Krouse, Jr. | 110,762,695 | 1,359,714 | 195,049 | 6,499,665 |

Proposal 2

The shareholders approved the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 116,387,245 | 2,247,659 | 182,219 | |

Proposal 3

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 110,122,533 | 1,954,772 | 240,153 | 6,499,665 |

Proposal 4

The shareholders approved the Company's proposal regarding proxy access.

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 57,927,471 | 54,216,539 | 173,448 | 6,499,665 |

Proposal 5

The shareholders did not approve the shareholder proposal regarding proxy access.

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| For | Against | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 51,720,353 | 60,025,326 | 571,779 | 6,499,665 |

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 hereunto duly authorized.

**SBA COMMUNICATIONS
CORPORATION**

By: /s/ Brendan T. Cavanagh
Brendan T. Cavanagh
Executive Vice President and Chief
Financial Officer

Date: May 28, 2015