

City Office REIT, Inc.
Form 8-K
May 11, 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 7, 2015

City Office REIT, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-36409
(Commission
File Number)

98-1141883
(I.R.S. Employer
Identification No.)

1075 West Georgia Street, Suite 2600,

**Vancouver, British Columbia,
(Address of principal executive offices)**

**V6E 3C9
(Zip Code)**

(604) 806-3366

(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.
2015 Annual Meeting of Stockholders**

City Office REIT, Inc. (the Company) held its 2015 Annual Meeting of Stockholders (the 2015 Annual Meeting) at the offices of Farris, Vaughan, Wills & Murphy LLP in Vancouver, British Columbia, on Thursday, May 7, 2015. The proposals considered and approved by stockholders at the 2015 Annual Meeting were the following:

the election of six directors to the board of directors; and

the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

Election of Directors

Each of the individuals listed below was duly elected as a director of the Company to serve until the 2016 Annual Meeting of Stockholders or until his successor is duly elected and qualified. Set forth below are the results of the vote for the election of directors:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------------|-----------------------|-------------------------|
| John McLernon | 6,054,294 | 110,136 | 2,496,176 |
| James Farrar | 6,055,494 | 108,936 | 2,496,176 |
| Samuel Belzberg | 6,046,394 | 118,036 | 2,496,176 |
| William Flatt | 6,055,494 | 108,936 | 2,496,176 |
| Mark Murski | 6,055,094 | 109,336 | 2,496,176 |
| Stephen Shraiberg | 6,054,294 | 110,136 | 2,496,176 |

Appointment of Independent Registered Public Accounting Firm

A proposal to ratify the appointment of KPMG LLP as the independent registered public accounting firm to audit the Company's financial statements for the fiscal year ending December 31, 2015 was also presented at the 2015 Annual Meeting. Set forth below are the results of the vote for the ratification of the appointment of KPMG LLP as the Company's independent auditor:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 8,641,447 | 8,409 | 10,750 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CITY OFFICE REIT, INC.

Date: May 11, 2015

By: /s/ James Farrar

Name: James Farrar

Title: Chief Executive Officer