

Brixmor Property Group Inc.
Form 8-K
June 16, 2014

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 12, 2014
Brixmor Property Group Inc.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Maryland | 001-36160 | 45-2433192 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 420 Lexington Avenue | | |
| New York, New York 10170 | | |
| (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))

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

On June 12, 2014, 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 April 10, 2014 (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 2015 or until their respective successors are duly elected and qualified:

| | Votes Cast For | Votes Withheld | Broker Non-Votes |
|--------------------|----------------|----------------|------------------|
| Michael A. Carroll | 215,195,222 | 12,003,306 | 483,451 |
| John G. Schreiber | 204,698,880 | 22,499,648 | 483,451 |
| A.J. Agarwal | 202,766,118 | 24,432,410 | 483,451 |
| Michael Berman | 226,724,443 | 474,085 | 483,451 |
| Anthony W. Deering | 226,726,302 | 472,226 | 483,451 |
| Jonathan D. Gray | 212,044,216 | 15,154,312 | 483,451 |
| Nadeem Meghji | 212,042,871 | 15,155,657 | 483,451 |
| William D. Rahm | 225,919,970 | 1,278,558 | 483,451 |
| William J. Stein | 202,170,107 | 25,028,421 | 483,451 |

Item 2 - Ratification of Appointment of Ernst & Young LLP as Independent Registered Public Accountants

The Company’s stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accountants for fiscal 2014.

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|----------------|--------------------|-------------|------------------|
| 227,530,559 | 122,090 | 29,330 | |

Item 3 - Advisory 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 |
|----------------|--------------------|-------------|------------------|
| 227,016,606 | 132,806 | 49,115 | 483,452 |

Item 4 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

The Company’s stockholders voted, in a non-binding advisory vote, on whether a stockholder vote to approve the compensation paid to the Company’s named executive officers should occur every one, two or three years as set forth below.

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| 1 Year | 2 Years | 3 Years | Abstentions |
|-------------|---------|-----------|-------------|
| 225,795,606 | 1,313 | 1,278,341 | 123,267 |

In light of this vote, the Company intends to include an advisory stockholder vote to approve the compensation paid to its named executive officers every year until the next required vote on the frequency of stockholder votes on the compensation of named executive officers. The Company is required to hold a vote on frequency every six years.

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.

BRIXMOR PROPERTY GROUP INC.

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

Date: June 16, 2014