

CORPORATE OFFICE PROPERTIES TRUST
Form 8-K
May 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 9, 2013

CORPORATE OFFICE PROPERTIES TRUST
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Maryland (State or other jurisdiction of incorporation) | 1-14023 (Commission File Number) | 23-2947217 (IRS Employer Identification Number) |
|---|--|---|

6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046
(Address of principal executive offices)

(443) 285-5400
(Registrant's telephone number, including area code)

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 9, 2013, Corporate Office Properties Trust (the “Registrant”) held its Annual Meeting of Shareholders. At such meeting, the shareholders voted on proposals relating to:

- the election of ten trustees, each for a one-year term;
- the ratification of the appointment of PricewaterhouseCoopers LLP as the Registrant’s independent registered public accounting firm for the current fiscal year; and
- advisory vote to approve the compensation of the Registrant’s named executive officers as disclosed in its proxy statement filed on March 28, 2013.

The voting results at the meeting were as follows:

| Proposal 1: Election of Trustees | | | | |
|--|------------|----------------|-----------------|------------------|
| Name of Nominee | Shares For | Shares Against | Shares Withheld | Broker Non-Votes |
| Jay H. Shidler | 68,834,494 | 610,830 | 13,289 | 4,218,553 |
| Clay W. Hamlin, III | 68,911,742 | 536,413 | 10,458 | 4,218,553 |
| Thomas F. Brady | 68,711,427 | 735,042 | 12,144 | 4,218,553 |
| Robert L. Denton | 68,878,415 | 567,416 | 12,782 | 4,218,553 |
| Elizabeth A. Hight | 68,775,466 | 671,523 | 11,624 | 4,218,553 |
| David M. Jacobstein | 68,960,014 | 486,756 | 11,843 | 4,218,553 |
| Stephen D. Kesler | 69,020,409 | 426,360 | 11,844 | 4,218,553 |
| Richard Szafranski | 68,942,673 | 503,925 | 12,015 | 4,218,553 |
| Roger A. Waesche, Jr. | 69,128,098 | 318,271 | 12,244 | 4,218,553 |
| Kenneth D. Wethe | 68,857,226 | 589,544 | 11,843 | 4,218,553 |
| | Votes Cast | | | |
| | For | Against | Abstain | Broker Non-Votes |
| Proposal 2: Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Current Fiscal Year | | | | |
| | 73,342,084 | 322,492 | 12,590 | N/A |
| | Votes Cast | | | |
| | For | Against | Abstain | Broker Non-Votes |
| Proposal 3: Advisory Vote to Approve Compensation of Named Executive Officers | | | | |
| | 68,563,744 | 820,894 | 73,975 | 4,128,553 |

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.

Dated: May 15, 2013

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Stephen E. Riffie
Name: Stephen E. Riffie
Title: Executive Vice President and
Chief Financial Officer