
Section 1: 8-K (8-K)

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 3, 2018

VEREIT, INC.

(Exact name of Registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation)

001-35263

(Commission File Number)

45-2482685

(I.R.S. Employer Identification No.)

2325 E. Camelback Road, Suite 1100

Phoenix, AZ 85016

(Address of principal executive offices, including zip code)

(800) 606-3610

(Registrant's telephone number, including area code)

(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 as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 3, 2018, VEREIT, Inc., a Maryland corporation (the “Company”), held its 2018 annual meeting of stockholders (the “Annual Meeting”). As of March 9, 2018, the record date for the Annual Meeting, there were 970,766,804 common shares of the Company issued and outstanding and entitled to vote at the Annual Meeting.

The following is a brief description of each matter voted upon at the Annual Meeting and a statement of the number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter, as applicable.

Proposal No. 1 — Election of Director Nominees to Serve Until the 2019 Annual Meeting and Until Their Respective Successors are Duly Elected and Qualified

All of the eight director nominees listed below were elected by the Company’s stockholders to hold office until the next annual meeting of stockholders in 2019 and until his or her respective successor has been duly elected and qualified or until his or her earlier resignation or removal, as follows:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Glenn J. Rufrano	742,765,312	8,605,566	764,026	126,482,679
Hugh R. Frater	748,130,544	3,265,202	739,158	126,482,679
David B. Henry	739,405,998	11,933,809	795,097	126,482,679
Mary Hogan Preusse	734,320,814	17,175,437	638,653	126,482,679
Richard J. Lieb	733,898,390	17,442,968	793,546	126,482,679
Mark S. Ordan	737,076,178	14,335,384	723,342	126,482,679
Eugene A. Pinover	747,517,628	3,888,106	729,170	126,482,679
Julie G. Richardson	731,559,944	19,864,134	710,826	126,482,679

Proposal No. 2 — Ratification of the Appointment of Deloitte & Touche LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2018

The Company’s stockholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 as follows:

Votes For	Votes Against	Abstentions
874,759,597	1,455,819	2,402,167

Proposal No. 3 — Adoption of a Non-Binding Advisory Resolution Approving the Compensation for Named Executive Officers as Described in the Company’s Proxy Statement

The Company’s stockholders adopted a non-binding advisory resolution approving the compensation described for the Company’s named executive officers in the Company’s proxy statement as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
690,091,963	58,855,522	3,187,419	126,482,679

No other proposals were submitted to a vote of the Company’s stockholders at the Annual Meeting.

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.

VEREIT, INC.

By: /s/ Michael J. Bartolotta

Name: Michael J. Bartolotta

Title: Executive Vice President and Chief Financial Officer

Date: May 8, 2018

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