

# Section 1: DEFA14A (DEFA14A)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

## VEREIT, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
    - Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount
  - (3) on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:



**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 21, 2020.**

**VEREIT, INC.**



VEREIT, INC.  
2325 EAST CAMELBACK ROAD  
9<sup>TH</sup> FLOOR  
PHOENIX, AZ 85016

**Meeting Information\***

**Meeting Type:** Annual Meeting  
**For holders as of:** March 27, 2020  
**Date:** May 21, 2020 **Time:** 8:30 AM local time  
**Location:** VEREIT, Inc.  
2325 E. Camelback Road  
Ground Floor  
Phoenix, AZ 85016

\*Because of the uncertainties surrounding the impact of the coronavirus (COVID-19), VEREIT, Inc. (the "Company") is planning for the possibility that the Annual Meeting may be held solely by means of remote communication. If the Company takes this step, the Company will announce the decision to do so in advance of the Annual Meeting and details on how to participate in the webcast will be set forth in a press release issued by the Company and available on the Company's website and the Company will file the announcement as definitive additional soliciting material with the U.S. Securities and Exchange Commission. Please monitor the Company's website [www.vereit.com](http://www.vereit.com) for updated Annual Meeting information. If you are planning to attend the Annual Meeting, please check the website ten days prior to the meeting date. You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE, PROXY STATEMENT AND 2019 ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 7, 2020 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

## Voting Items

**The Board of Directors recommends you vote FOR each of the following director nominees:**

1. Election of Director Nominees to serve until the 2021 Annual Meeting of Stockholders and until their respective successors are duly elected and qualify.

**Nominees:**

- 1a. Glenn J. Rufrano
- 1b. Hugh R. Frater
- 1c. David B. Henry
- 1d. Mary Hogan Preusse
- 1e. Richard J. Lieb
- 1f. Mark S. Ordan
- 1g. Eugene A. Pinover
- 1h. Julie G. Richardson

**The Board of Directors recommends you vote FOR the following proposals 2 and 3:**

2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.
3. To approve by a non-binding advisory resolution the compensation of the Company's named executive officers as described in the Company's definitive proxy statement.

**The Board of Directors recommends you vote FOR 1 YEAR on proposal 4:**

4. To approve by a non-binding advisory vote the frequency of future non-binding advisory resolutions on named executive officer compensation.

**NOTE:** Other business may come before the Annual Meeting and any other adjournments or postponements thereof.

---

E9724-P33668

[\(Back To Top\)](#)