

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST
Form 8-K
June 01, 2018

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 31, 2018
Pennsylvania Real Estate Investment Trust
(Exact Name of Registrant as Specified in its Charter)

Pennsylvania 1-6300 23-6216339
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation or Organization) File Number) Identification No.)

The Bellevue, 200 S. Broad Street
Philadelphia, Pennsylvania 19102
(Address of Principal Executive (Zip Code)
Offices)

Registrant's telephone number, including area code: (215) 875-0700

(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 31, 2018, Pennsylvania Real Estate Investment Trust (the “Company”) held its Annual Meeting of Shareholders. The following matters were submitted to a vote of shareholders at the Annual Meeting and the voting results were as follows:

1. The Company’s shareholders elected the following nominees as trustees, each to hold office until the Annual Meeting of Shareholders to be held in 2019 and until their respective successors have been duly elected and have qualified, by the vote set forth below:

| Nominee | Votes For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| George J. Alburger, Jr. | 46,761,874 | 1,232,124 | 15,392,771 |
| Joseph F. Coradino | 44,897,144 | 3,096,854 | 15,392,771 |
| Michael J. DeMarco | 44,212,358 | 3,781,640 | 15,392,771 |
| JoAnne A. Epps | 46,733,205 | 1,260,793 | 15,392,771 |
| Leonard I. Korman | 42,649,487 | 5,344,511 | 15,392,771 |
| Mark E. Pasquerilla | 41,227,895 | 6,766,103 | 15,392,771 |
| Charles P. Pizzi | 46,593,561 | 1,400,437 | 15,392,771 |
| John J. Roberts | 44,609,550 | 3,384,448 | 15,392,771 |

2. The Company’s shareholders approved, on an advisory basis, the Company’s executive compensation as disclosed in the Proxy Statement, as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 41,352,958 | 5,474,492 | 1,166,548 | 15,392,771 |

3. The Company’s shareholders approved the Pennsylvania Real Estate Investment Trust 2018 Equity Incentive Plan, as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 45,131,865 | 1,751,994 | 1,110,139 | 15,392,771 |

4. The Company’s shareholders approved the Pennsylvania Real Estate Investment Trust Employee Share Purchase Plan, as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 46,202,631 | 732,394 | 1,058,973 | 15,392,771 |

5. The Company’s shareholders ratified the Audit Committee’s selection of KPMG LLP as the Company’s independent auditors for 2018, as follows:

| For | Against | Abstain |
|------------|-----------|-----------|
| 60,500,889 | 1,312,847 | 1,573,033 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| | |
|-------------|-------------|
| Exhibit No. | Description |
|-------------|-------------|

- | | |
|------|---|
| 10.1 | <u>Pennsylvania Real Estate Investment Trust 2018 Equity Incentive Plan</u> |
| 10.2 | <u>Pennsylvania Real Estate Investment Trust Employee Share Purchase Plan</u> |

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.

PENNSYLVANIA REAL ESTATE INVESTMENT
TRUST

| | |
|--------------------|---|
| Date: June 1, 2018 | By: /s/ Lisa M. Most Lisa M. Most Senior Vice President, Secretary and General Counsel |
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