

KITE REALTY GROUP TRUST
Form 8-K
May 09, 2014

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**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 7, 2014**

KITE REALTY GROUP TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-32268
(Commission
File Number)

11-3715772
(IRS Employer
Identification Number)

30 S. Meridian Street
Suite 1100
Indianapolis, IN
(Address of principal executive offices)

46204
(Zip Code)

(317) 577-5600
(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 (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))

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

The 2014 Annual Meeting of Shareholders of Kite Realty Group Trust ("Kite Realty" or the "Company") took place on May 7, 2014. At the meeting, shareholders elected eight trustees to serve one-year terms expiring at the 2015 annual meeting of shareholders. Each of the nominees as listed in the Company's proxy statement was elected. The number of shares voted for or withheld as to each nominee was as follows:

| Nominee | For | Withheld |
|-----------------------|-------------|-----------|
| John A. Kite | 112,696,304 | 6,402,807 |
| William E. Bindley | 118,713,106 | 386,005 |
| Victor J. Coleman | 118,711,181 | 387,930 |
| Dr. Richard A. Cosier | 118,710,024 | 389,087 |
| Christie B. Kelly | 118,971,201 | 127,910 |
| Gerald L. Moss | 116,178,577 | 2,920,534 |
| David R. O'Reilly | 118,970,881 | 128,230 |
| Barton R. Peterson | 118,706,159 | 392,952 |

*

There were a total of 6,503,659 Broker Non-Votes for each trustee nominee.

At the annual meeting, the shareholders voted to ratify the appointment of Ernst & Young, LLP to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2014. The number of shares voted for, against, and abstaining on this proposal was as follows:

| | For | Against | Abstain |
|---|-------------|---------|---------|
| Ratification of Ernst & Young, LLP as the Company's independent registered public accounting firm | 124,603,748 | 926,246 | 72,776 |

At the annual meeting, the shareholders voted on a non-binding resolution to approve the compensation of the Company's executive officers. The number of shares voted for, against, and abstaining on this proposal was as follows:

| | For | Against | Abstain |
|---|-------------|-----------|---------|
| Advisory vote on executive compensation | 109,426,376 | 9,587,688 | 85,047 |

*

There were a total of 6,503,659 Broker Non-Votes related to the advisory vote on executive compensation.

Item 8.01. Other Events.

As previously disclosed, on February 9, 2014, Kite Realty, KRG Magellan, LLC, a Maryland limited liability company and wholly-owned subsidiary of Kite Realty ("Merger Sub"), and Inland Diversified Real Estate Trust, Inc., a Maryland corporation ("Inland Diversified"), entered into a definitive Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement provides for the merger of Inland Diversified with and into Merger Sub (the "Merger"), with Merger Sub continuing as the surviving entity and a wholly owned subsidiary of Kite Realty.

Kite Realty is filing this Current Report on Form 8-K to provide certain financial information with respect to the proposed Merger. Specifically, this Current Report on Form 8-K provides: (1) Inland Diversified's audited consolidated financial statements and schedule as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013, attached hereto as Exhibit 99.1, and (2) Kite Realty's unaudited pro forma condensed consolidated financial statements as of and for the year ended December 31, 2013, relating to the proposed Merger, attached hereto as Exhibit 99.2. The information in Exhibit 99.1 was provided by Inland Diversified.

Item 9.01. Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired

The audited consolidated financial statements and schedule of Inland Diversified as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013 are filed herewith as Exhibit 99.1 and incorporated in this Item 9.01(a) by reference.

- (b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated financial statements of Kite Realty as of and for the year ended December 31, 2013, giving effect to the Merger, are filed herewith as Exhibit 99.2 and incorporated in this Item 9.01(b) by reference.

- (d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 23.1 | Consent of KPMG LLP |
| 99.1 | Audited consolidated financial statements and schedule of Inland Diversified Real Estate Trust, Inc. as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013 |
| 99.2 | Unaudited pro forma condensed consolidated financial statements of Kite Realty Group Trust as of and for the year ended December 31, 2013 |

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.

May 9, 2014

KITE REALTY GROUP TRUST

/s/ DANIEL R. SINK

Daniel R. Sink

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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