

TANGER FACTORY OUTLET CENTERS INC

Form 8-K/A

February 21, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

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 19, 2017

Tanger Factory Outlet Centers, Inc.

(Exact Name of Registrant as Specified in Charter)

North Carolina 1-11986 56-1815473

(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation) File Number) Identification No.)

3200 Northline Avenue, Suite 360 Greensboro, NC 27408  
(Address of Principal Executive Offices, including Zip Code)

(336) 292-3010

(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:

- 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.



Explanatory Note

This Amendment No. 2 (the “Amendment”) on Form 8-K/A amends and restates the Current Report on Form 8-K filed by Tanger Factory Outlet Centers, Inc. (the “Company”) on May 19, 2017, as amended by Amendment No. 1 on Form 8-K/A filed on September 29, 2017 (collectively, the “Prior Report”). This Amendment (i) adds to Item 5.02 disclosure concerning the transfer of the title of President to Thomas E. McDonough from Steven B. Tanger and (ii) adds to Item 7.01 the Company’s press release, disseminated on the date of the Prior Report, regarding Mr. McDonough’s assumption of the title of President from Mr. Tanger. In all other respects, the information in the Prior Report remains unchanged, including Exhibit 99.1 to the Prior Report, setting forth a complete list of the Company’s officers as of the date thereof.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Thomas J. Guerrieri, Jr. as Chief Accounting Officer

On May 19, 2017, the Company announced the appointment of Thomas J. Guerrieri Jr. as Vice President - Chief Accounting Officer and Controller effective May 19, 2017. Mr. Guerrieri, 44, will be responsible for overseeing the Company’s accounting and financial reporting functions. Mr. Guerrieri had previously served as the Company’s Vice President - Controller.

Transfer of the Title of President from Steven B. Tanger to Thomas E. McDonough

Also on May 19, 2017, Thomas E. McDonough, the Company’s Chief Operating Officer, assumed the title of President of the Company. As a result, Steven B. Tanger, the Company’s Chief Executive Officer, will no longer retain that title as of the date of Mr. McDonough’s appointment as President. Mr. McDonough, 59, has served as Chief Operating Officer of the Company since August 2011.

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

On May 19, 2017, the Company held its Annual Meeting of Shareholders. The first matter on which the common shareholders voted was the election of eight directors to serve until the next Annual Meeting of Shareholders. The results of the voting are as shown below:

| Nominees               | Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------------------|------------|---------------|---------|------------------|
| William G. Benton      | 81,398,546 | 3,690,268     | 36,400  | 5,306,514        |
| Jeffrey B. Citrin      | 82,003,571 | 3,070,570     | 51,072  | 5,306,514        |
| David B. Henry         | 81,933,607 | 3,140,396     | 51,210  | 5,306,514        |
| Thomas J. Reddin       | 81,303,870 | 3,786,211     | 35,132  | 5,306,514        |
| Thomas E. Robinson     | 81,402,048 | 3,688,340     | 34,825  | 5,306,514        |
| Bridget M. Ryan-Berman | 81,284,913 | 3,804,757     | 35,543  | 5,306,514        |
| Allan L. Schuman       | 80,797,396 | 4,290,512     | 37,305  | 5,306,514        |
| Steven B. Tanger       | 82,738,029 | 2,355,721     | 31,463  | 5,306,514        |

The second matter on which the common shareholders voted was the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. The results of the voting are as shown below:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 90,316,611 | 182,431       | 32,686  | -                |



The third matter on which the common shareholders voted was the approval, on a non-binding basis, of the compensation of our named executive officers. The results of the voting are as shown below:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 67,755,961 | 16,566,080    | 803,173 | 5,306,514        |

The fourth matter on which the common shareholders voted was an advisory vote on whether the frequency of future advisory votes on executive compensation should be held every one, two or three years. The results of the voting are as shown below:

| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 73,532,314 | 88,057    | 11,369,541  | 135,302 | 5,306,514        |

At the Annual Meeting, the Company's shareholders voted on, among other matters, an advisory proposal concerning the frequency of future advisory votes on named executive officer compensation. As reported above, the Company's shareholders approved, on an advisory basis, "one year" as the frequency for holding an advisory vote on the compensation of the Company's named executive officers. Consistent with the recommendation of the Board of Directors of the Company as set forth in the Company's proxy statement filed with the SEC on April 4, 2017 and in light of the vote of the Company's shareholders on this proposal at the Annual Meeting, the Company intends to hold the advisory vote on the compensation of the Company's named executive officers every year. The Company intends to continue holding such vote annually until the next advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers is submitted to the shareholders.

#### Item 7.01 Regulation FD

On May 19, 2017, the Company issued (i) a press release announcing the election of directors and officers to serve for the ensuing year, a copy of which is furnished as Exhibit 99.1 and (ii) a press release announcing the appointment of Thomas E. McDonough as President, a copy of which is furnished as Exhibit 99.2.

#### Item 9.01. Financial Statements and Exhibits.

##### (d) Exhibits

The following exhibits are included with this report:

|              |   |
|--------------|---|
| Exhibit 99.1 | <u>Press release announcing the election of the Company's directors and officers (incorporated by reference to Exhibit 99.1 to the Prior Report).</u> |
| Exhibit 99.2 | <u>Press release announcing the appointment of Thomas E. McDonough as President.</u>  |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 21, 2018

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams

James F. Williams

Senior Vice President and Chief Financial Officer