

FEDERAL REALTY INVESTMENT TRUST

Form 8-K

May 03, 2019

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 1, 2019

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland	1-07533	52-0782497
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1626 East Jefferson Street, Rockville, Maryland 20852-4041
 (Address of principal executive offices) (Zip Code)
 Registrant's telephone number including area code: 301/998-8100

Title of Each Class	Trading Symbol	Name of Each Exchange On Which Registered
Common Shares of Beneficial Interest, \$.01 par value per share, with associated Common Share Purchase Rights	FRT	New York Stock Exchange
Depository Shares, each representing 1/1000 of a share of 5.00% Series C Cumulative Redeemable Preferred Stock, \$.01 par value per share	FRT-C	New York Stock Exchange

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))

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 ☐

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If an emerging growth company,
indicate by checkmark if the
registrant has elected not 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.

The annual meeting of shareholders of the Trust was held on May 1, 2019 in North Bethesda, Maryland. The following table sets forth the matters presented for a vote by the shareholders and the voting results with respect to such matters:

Matter	Votes For	Votes Against	Abstentions	Broker Non-Votes
Proposal 1: Election of Trustees				
Jon E. Bortz	61,821,898	3,278,607	62,001	3,588,635
David W. Faeder	61,794,665	3,305,201	62,641	3,588,635
Elizabeth I. Holland	64,381,734	718,602	62,170	3,588,635
Mark S. Ordan	62,416,824	2,680,448	65,235	3,588,635
Gail P. Steinel	62,403,708	2,699,437	59,361	3,588,635
Warren M. Thompson	62,956,503	2,145,768	60,236	3,588,635
Joseph S. Vassalluzzo	61,710,230	3,384,766	67,509	3,588,635
Donald C. Wood	63,089,342	2,008,177	64,987	3,588,635
Proposal 2: Advisory vote on the compensation of our named executive officers	60,224,312	4,808,236	129,958	3,588,635
Proposal 3: Ratification of the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2019	68,014,515	662,771	73,855	—

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.

FEDERAL REALTY INVESTMENT TRUST

Date: May 3, 2019 By: /s/ Dawn M. Becker

Dawn M. Becker
Executive Vice President-General Counsel and Secretary