

STAG Industrial, Inc.  
Form 8-K  
July 17, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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): **July 17, 2012**

**STAG INDUSTRIAL, INC.**

(Exact name of registrant specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-34907**  
(Commission  
File Number)

**27-3099608**  
(IRS Employer  
Identification No.)

**99 High Street, 28th Floor**

**Boston, Massachusetts 02110**

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(617) 574-4777**

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**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))
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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On July 17, 2012, upon the recommendation of the Nominating and Corporate Governance Committee, Christopher P. Marr was elected to the Board of Directors of STAG Industrial, Inc. (the Company), effective August 2, 2012, subject to re-election at the next annual meeting of stockholders to be held in May 2013. Mr. Marr also will serve as Chairman of the Company's Nominating and Corporate Governance Committee and as a member of the Company's Compensation Committee.

Mr. Marr currently serves as President, Chief Operating Officer and Chief Investment Officer of CubeSmart (NYSE:CUBE), a public real estate company that acquires, owns, operates and develops self-storage facilities in the United States. Prior to joining CubeSmart, Mr. Marr was Senior Vice President and Chief Financial Officer of Brandywine Realty Trust (NYSE:BDN).

Effective on August 2, 2012, Mr. Marr will receive an initial grant of LTIP units and will become eligible to receive the standard compensation provided by the Company to its other non-management directors for services as a director. Additionally, in connection with Mr. Marr's appointment to the Board of Directors, the Company and Mr. Marr will enter into an indemnification agreement in substantially the same form as the Company has entered with each of the Company's existing directors. Mr. Marr is not a party to any arrangement or understanding with any person pursuant to which he was appointed as a director, nor is he a party to any transactions required to be disclosed under Item 404(a) of Regulation S-K involving the Company or any of its subsidiaries.

**SIGNATURES**

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.

**STAG INDUSTRIAL, INC.**

**By:** */s/ Kathryn Arnone*  
**Kathryn Arnone**  
*Executive Vice President, General Counsel and Secretary*

Dated: July 17, 2012