

INVESTORS REAL ESTATE TRUST
Form 8-K
September 23, 2016

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): **September 23, 2016 (September 20, 2016)**

INVESTORS REAL ESTATE TRUST

(Exact name of Registrant as specified in its charter)

North Dakota
(State or Other Jurisdiction
of Incorporation or Organization)

001-35624
(Commission File Number)

45-0311232
(I.R.S. Employer Identification No.)

1400 31st Avenue SW, Suite 60
Post Office Box 1988
Minot, ND 58702-1988
(Address of principal executive offices) (Zip code)

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(701) 837-4738

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed from 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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

On September 20, 2016, the Company held its 2016 Annual Meeting of Shareholders (the Annual Meeting). As of July 22, 2016, the record date for holders of common shares of beneficial interest (common shares) entitled to vote at the Annual Meeting, there were 121,149,767 common shares outstanding and entitled to vote at the Annual Meeting. Of the common shares entitled to vote, 94,183,983, or approximately 77.74% of the common shares, were present or represented by proxy at the Annual Meeting, constituting a quorum under the Declaration of Trust. There were three matters presented and voted on at the Annual meeting. Set forth below is a brief description of each matter voted on at the Annual Meeting and the final voting results with respect to each such matter.

Proposal 1 Election of nine nominees to serve on the Board of Trustees for a one-year term and until their respective successors are duly elected and qualified.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| | | | | 37,093,107 |
| Jeffrey P. Caira | 55,866,007 | 622,847 | 602,022 | |
| Michael T. Dance | 55,853,542 | 633,811 | 603,523 | |
| Linda J. Hall | 54,982,468 | 1,721,007 | 387,401 | |
| Terrance P. Maxwell | 55,551,525 | 917,758 | 621,593 | |
| Timothy P. Mihalick | 55,467,707 | 1,276,748 | 346,421 | |
| Jeffrey L. Miller | 55,686,377 | 1,182,857 | 221,642 | |
| John A. Schissel | 56,102,641 | 648,387 | 339,848 | |
| John D. Stewart | 55,493,146 | 1,284,417 | 313,313 | |
| Jeffrey K. Woodbury | 55,099,500 | 1,073,761 | 917,615 | |

The shareholders elected all nine of the nominees as trustees.

Proposal 2 Non-binding advisory resolution on executive compensation.

| | For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|---------|------------------|
| Votes Cast | 54,713,097 | 1,953,533 | 424,246 | 37,093,107 |

The shareholders approved the non-binding advisory resolution on executive compensation.

Proposal 3 Ratification of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2017.

| | For | Against | Abstain | Broker Non-Votes |
|--|-----|---------|---------|------------------|
|--|-----|---------|---------|------------------|

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| | | | | |
|------------|------------|---------|---------|---|
| Votes Cast | 92,893,748 | 500,161 | 790,074 | 0 |
|------------|------------|---------|---------|---|

The shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2017.

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.

INVESTORS REAL ESTATE TRUST

Date: September 23, 2016

By: /s/ Timothy P.Mihalick
Timothy P. Mihalick
Chief Executive Officer