

SBA COMMUNICATIONS CORP
Form 8-K
May 13, 2014

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 8, 2014

SBA Communications Corporation

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction

of Incorporation)

000-30110
(Commission

File Number)

65-0716501
(IRS Employer

Identification No.)

5900 Broken Sound Parkway N.W.

Boca Raton, FL
(Address of Principal Executive Offices)

33487
(Zip Code)

Registrant's telephone number, including area code: (561) 995-7670

(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))

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

On May 8, 2014, SBA Communications Corporation (the Company) held its 2014 Annual Meeting of Shareholders. At the 2014 Annual Meeting of Shareholders, the shareholders voted on (i) the election of two director nominees (Proposal 1), (ii) the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year (Proposal 2), and (iii) the approval, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 3). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees as Class III directors for a term of office expiring at the 2017 Annual Meeting of Shareholders and, in each case, until his successor is duly elected and qualified.

| | For | Against | Abstain | Broker Non-Vote |
|---------------------|-------------|-----------|---------|-----------------|
| Steven E. Bernstein | 112,227,833 | 3,799,350 | 194,526 | 4,585,002 |
| Duncan H. Cocroft | 115,146,725 | 880,066 | 194,918 | 4,585,002 |

Proposal 2

The shareholders approved the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 119,330,641 | 1,279,722 | 196,348 | |

Proposal 3

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 114,768,879 | 1,200,690 | 252,040 | 4,585,002 |

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.

**SBA COMMUNICATIONS
CORPORATION**

By: /s/ Brendan T. Cavanagh
Brendan T. Cavanagh
Executive Vice President and Chief
Financial Officer

Date: May 13, 2014