

Campus Crest Communities, Inc.  
Form 8-K  
April 23, 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): April 21, 2014

CAMPUS CREST COMMUNITIES, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction  
of incorporation or organization)

001-34872

(Commission File Number)

27-2481988

(IRS Employer

Identification No.)

2100 Rexford Road, Suite 414

Charlotte, North Carolina

(Address of principal executive offices)

28211

(Zip Code)

Registrant's telephone number, including area code: (704) 496-2500

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

On April 21, 2014, at the 2014 Annual Meeting of Stockholders of Campus Crest Communities, Inc. (the “Company”), the stockholders approved an amendment to the Company’s Amended and Restated Equity Incentive Compensation Plan (the “2010 Plan”) to (i) increase the number of shares of common stock reserved for issuance under the 2010 Plan by 2,800,000 shares, (ii) remove the reduction ratio, pursuant to which the grant of each stock award under the 2010 Plan reduced the number of shares available for issuance by two, and (iii) make certain other changes to the 2010 Plan. A description of the 2010 Plan and the amendment is set forth in Proposal 4 contained in the Company’s Definitive Proxy Statement for the 2014 Annual Meeting of Stockholders filed with the Securities and Exchange Commission (the “SEC”) on March 12, 2014, as supplemented by the Company’s Supplement to Proxy Statement filed with the SEC on March 27, 2014 (the “2014 Proxy Statement”). The full text of the Amended and Restated Equity Incentive Compensation Plan is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a vote of Security Holders.**

On April 21, 2014, the Company held its 2014 Annual Meeting of Stockholders at which (i) directors were elected, (ii) the appointment of KPMG LLP as independent registered public accounting firm for the Company was ratified, (iii) the compensation paid to the Company’s named executive officers was approved in an advisory vote, and (iv) the material terms of, and an amendment to, the 2010 Plan was approved. The proposals are described in detail in the 2014 Proxy Statement. The final results for the voting with respect to each proposal are set forth below.

*Election of Directors*

The following six directors were duly elected to serve as directors of the Company until the 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified: Ted W. Rollins, Lauro Gonzalez-Moreno, Richard S. Kahlbaugh, James W. McCaughan, Denis McGlynn and Daniel L. Simmons. The table below sets forth the voting results for each director nominee:

| <b>Nominee</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Ted W. Rollins        | 50,848,420       | 875,229               | 7,276,814               |
| Lauro Gonzalez-Moreno | 50,925,671       | 797,978               | 7,276,814               |
| Richard S. Kahlbaugh  | 37,538,474       | 14,185,175            | 7,276,814               |
| James W. McCaughan    | 50,919,832       | 803,817               | 7,276,814               |
| Denis McGlynn         | 50,389,024       | 1,334,625             | 7,276,814               |

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Daniel L. Simmons      50,913,090   810,559      7,276,814

*Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2014*

The table below sets forth the voting results for this proposal:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 47,906,835       | 11,048,244           | 45,384             | 0                       |

*Approval (on an advisory, non-binding basis) on Executive Compensation*

The Company's stockholders approved (on an advisory, non-binding basis) the compensation of the Company's named executive officers as described in "Executive Officer Compensation — Compensation Discussion and Analysis" and "Executive Officer Compensation Tables" in the Company's 2014 Proxy Statement. The table below sets forth the voting results for this proposal:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 38,568,231       | 13,088,402           | 67,016             | 7,276,814               |

*Approval of the material terms of the Company's Amended and Restated Equity Incentive Compensation Plan, and an amendment to the Company's Amended and Restated Equity Incentive Compensation Plan to increase the number of shares reserved for issuance thereunder, to remove the reduction ratio included therein and to make certain other changes.*

The table below sets forth the voting results for this proposal:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 38,171,074       | 13,489,489           | 63,086             | 7,276,814               |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b> |
|-----------------------|--------------------|
|-----------------------|--------------------|

|      |   |
|------|---|
| 10.1 | Amended and Restated Equity Incentive Compensation Plan, as amended |
|------|---|

**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.

**CAMPUS CREST COMMUNITIES, INC.**

Date: April 23, 2014 /s/ Donald L. Bobbitt, Jr.

Donald L. Bobbitt, Jr.

*Executive Vice President, Chief Financial Officer and Secretary*

**Exhibit Index**

**Exhibit  
Number    Description**

10.1       Amended and Restated Equity Incentive Compensation Plan, as amended