

ASSOCIATED ESTATES REALTY CORP

Form 8-K

May 08, 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 7, 2014

ASSOCIATED ESTATES REALTY CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 1-12486

Ohio

(State or other jurisdiction of
incorporation or organization)

34-1747603

(I.R.S. Employer
Identification Number)

1 AEC PARKWAY, RICHMOND HEIGHTS, OHIO 44143-1550

(Address of principal executive offices)

(216) 261-5000

(Registrant's telephone number, including area code)

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))

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

The Annual Meeting of Shareholders of Associated Estates Realty Corporation (the "Company") was held in Cleveland, Ohio on May 7, 2014. At that meeting, the shareholders considered and acted upon the following proposals:

Proposal One: Election of Directors. By the vote reflected below, the shareholders elected the following individuals as directors for a one-year term and until their respective successors have been duly elected and qualified:

| Director | For | Withhold | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|---------------------|
| Albert T. Adams | 36,886,306 | 8,320,576 | — | 8,178,118 |
| Jeffrey I. Friedman | 42,470,126 | 2,736,756 | — | 8,178,118 |
| Michael E. Gibbons | 44,708,131 | 498,751 | — | 8,178,118 |
| Mark L. Milstein | 42,509,760 | 2,697,122 | — | 8,178,118 |
| James J. Sanfilippo | 44,577,356 | 629,526 | — | 8,178,118 |
| James A. Schoff | 42,991,262 | 2,215,620 | — | 8,178,118 |
| Richard T. Schwarz | 44,162,089 | 1,044,793 | — | 8,178,118 |

Proposal Two: Approval of the Associated Estates Realty Corporation Amended and Restated 2011 Equity-Based Award Plan. By the vote reflected below, the shareholders approved the Associated Estates Realty Corporation Amended and Restated 2011 Equity-Based Award Plan:

| | For | Against | Abstain | Broker Non-Votes |
|--------------|------------|-----------|---------|---------------------|
| Proposal Two | 41,949,824 | 3,076,573 | 180,485 | 8,178,118 |

Proposal Three: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm. By the vote reflected below, the shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending December 31, 2014:

| | For | Against | Abstain | Broker Non-Votes |
|----------------|------------|---------|---------|---------------------|
| Proposal Three | 52,662,100 | 578,334 | 144,566 | — |

Proposal Four: Advisory Vote on the Company's Executive Compensation. By the vote reflected below, the shareholders approved, on an advisory basis, the compensation of the Company's named executive officers:

| | For | Against | Abstain | Broker Non-Votes |
|---------------|------------|-----------|---------|---------------------|
| Proposal Four | 43,146,083 | 1,871,949 | 188,850 | 8,178,118 |

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 thereunto duly authorized.

ASSOCIATED ESTATES REALTY CORPORATION

May 8, 2014
(Date)

/s/ Lou Fatica
Lou Fatica, Senior Vice President,
Treasurer and Chief Financial Officer