

HFF, Inc.  
Form 8-K  
May 29, 2012

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 24, 2012

## HFF, Inc.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

001-33280  
(Commission  
File Number)  
One Oxford Centre

51-0610340  
(I.R.S. Employer  
Identification No.)

301 Grant Street, Suite 600

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**Pittsburgh, Pennsylvania 15219**

**(Address of Principal Executive Offices, including Zip Code)**

**(412) 281-8714**

**(Registrant's Telephone Number, including Area Code)**

**(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))

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

The Company's 2012 Annual Meeting of Stockholders was held on May 24, 2012 in Pittsburgh, Pennsylvania, at which the following proposals were submitted to a vote of the Company's stockholders:

The election of two Class III directors to the Company's Board of Directors.

A non-binding advisory vote on the compensation of the Company's named executive officers.

The ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

For more information about the foregoing proposals, see the Company's proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission on April 27, 2012, the relevant portions of which are incorporated herein by reference. Holders of the Company's Class A common stock were entitled to one vote per share on all matters voted on by stockholders at the Annual Meeting. Class B common stock of the Company entitled its holder, HFF Holdings LLC, to a number of votes that is equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings LLC holds in the Company's operating partnerships, Holliday Fenoglio Fowler, L.P. and HFF Securities L.P., were exchangeable as of April 13, 2012 (the record date for the Annual Meeting). The voting results with respect to each matter voted upon are set forth below:

***Board of Director Election Results***

The stockholders elected each of the two nominees for Class III directors to a three-year term by a majority of the votes cast.

| <b>Class II Director Nominee:</b> | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------------------|------------------|----------------------|--------------------|-------------------------|
| Susan P. McGalla                  | 27,442,099       | 989,517              |                    | 5,256,533               |
| Lenore M. Sullivan                | 27,289,702       | 1,141,914            |                    | 5,256,533               |

***Non-Binding Advisory Vote on the Compensation of the Company's Named Executive Officers***

The stockholders approved the compensation of the Company's named executive officers. The results of the vote included 28,104,422 votes for, 306,544 votes against, 20,650 votes abstained and 5,256,533 broker non-votes.

***Ratification of Ernst & Young LLP as Our Independent Registered Public Accounting Firm***

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The results of the voting included 33,455,271 votes for, 99,401 votes against, 133,477 votes abstained and 0 broker non-votes.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HFF, INC.

Dated: May 29, 2012

By: /s/ Gregory R. Conley  
Gregory R. Conley  
Chief Financial Officer