

RETAIL PROPERTIES OF AMERICA, INC.

Form 8-K

May 26, 2015

**UNITED STATES**

**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 21, 2015**

**RETAIL PROPERTIES OF AMERICA, INC.**

**(exact name of registrant as specified in charter)**

**Maryland**  
**(State or other jurisdiction**

**of incorporation)**

**001-35481**  
**(Commission**

**File Number)**

**42-1579325**  
**(IRS Employer**

**Identification No.)**

**2021 Spring Road, Suite 200, Oak Brook, Illinois**  
**(Address of principal executive offices)**

**60523**  
**(Zip Code)**

**Registrant's telephone number, including area code: (630) 634-4200**

**Not Applicable**

**(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.**

Retail Properties of America, Inc. (the Company) held the 2015 annual meeting of stockholders (the 2015 Annual Meeting) on May 21, 2015. The total number of shares of common stock entitled to vote at the 2015 Annual Meeting was 237,186,483, of which 201,025,424 shares, or approximately 84.8%, were present in person or by proxy. The following is a brief description of each matter voted upon at the 2015 Annual Meeting and a statement of the number of votes cast for, against or withheld and the number of abstentions and broker non-votes with respect to each matter, as applicable.

(a) Votes regarding the election of the persons named below as directors for a term expiring at the annual meeting of stockholders in 2016 and until their respective successors have been duly elected and qualified or until their earlier resignation or removal, were as follows:

| Nominee                | For         | Withheld   | Abstain | Broker Non-Votes <sup>(1)</sup> |
|------------------------|-------------|------------|---------|---------------------------------|
| Frank A. Catalano, Jr. | 143,873,276 | 12,432,207 | 422,399 | 44,297,542                      |
| Paul R. Gauvreau       | 143,959,074 | 12,326,347 | 442,461 | 44,297,542                      |
| Gerald M. Gorski       | 143,995,639 | 12,288,715 | 443,527 | 44,297,543                      |
| Steven P. Grimes       | 144,418,843 | 11,885,111 | 423,927 | 44,297,543                      |
| Richard P. Imperiale   | 145,014,210 | 11,270,769 | 442,902 | 44,297,543                      |
| Peter L. Lynch         | 144,359,145 | 11,924,470 | 444,267 | 44,297,542                      |
| Kenneth E. Masick      | 144,838,777 | 11,441,427 | 447,679 | 44,297,541                      |
| Thomas J. Sargeant     | 144,551,291 | 11,739,764 | 436,828 | 44,297,541                      |

(1) A broker non-vote occurs when a nominee (such as a custodian or bank) holding shares for a beneficial owner returns a signed proxy but does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Based on the votes set forth above, each of the foregoing persons was duly elected to serve as a director for a term expiring at the annual meeting of stockholders in 2016 and until his respective successor has been duly elected and qualified or until his earlier resignation or removal. For each of the eight nominees, over 91% of the votes cast were voted in favor of such nominee.

(b) With respect to the advisory resolution approving the compensation of the Company's named executive officers, there were 142,709,047 votes for the resolution, 13,098,079 votes against the resolution, 920,753 votes abstaining from voting on the resolution and 44,297,545 broker non-votes. Based on the foregoing voting results, the advisory resolution approving the compensation of the Company's named executive officers was approved by the Company's stockholders.

(c) With respect to the ratification of the audit committee's appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015, there were 190,187,701 votes for the ratification, 519,564 votes against the ratification, 10,318,159 votes abstaining from voting on the ratification and no broker non-votes. Based on the foregoing voting results, the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company to serve for the fiscal year ending December 31, 2015 was duly ratified by the Company's stockholders.

**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, thereunto duly authorized.

**RETAIL PROPERTIES OF AMERICA, INC.**  
(Registrant)

By: /s/ Dennis K. Holland  
Dennis K. Holland  
Executive Vice President, General Counsel and  
Secretary

Date: May 26, 2015