

CEDAR REALTY TRUST, INC.

Form 8-K

May 03, 2019

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 1, 2019

CEDAR REALTY TRUST, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

001-31817
(Commission

File Number)

42-1241468
(IRS Employer

Identification No.)

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44 South Bayles Avenue

Port Washington, New York 11050

(Address of Principal Executive Offices) (Zip Code)

(516) 767-6492

(Registrant's Telephone Number, Including Area Code)

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of class of registered securities | Trading symbol | Name of exchange on which registered |
|---|-----------------------|---|
| Common Stock, \$0.06 Par Value | CDR | The New York Stock Exchange |
| 7.25% Series B Cumulative Redeemable | CDR/PB | The New York Stock Exchange |
| Preferred Stock, \$25.00 Liquidation Value | | |
| 6.50% Series C Cumulative Redeemable | CDR/PC | The New York Stock Exchange |
| Preferred Stock, \$25.00 Liquidation Value | | |

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

(a) On May 1, 2019, Cedar Realty Trust, Inc. (the Company) held its 2019 annual meeting of stockholders (Annual Meeting).

(b) At the Annual Meeting, stockholders voted on (i) the election of seven director nominees, (ii) the approval of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019, (iii) a non-binding, advisory resolution approving the executive compensation of the Company's named executive officers, and (iv) the approval of an amendment to the Company's 2017 Stock Incentive Plan to increase the number of available shares that may be issued under the Plan. A total of 81,010,194.98 shares of the Company's common stock outstanding and entitled to vote were present at the Annual Meeting, in person or by proxy, representing approximately 90.97% of the outstanding stock entitled to vote at the Annual Meeting. All director nominees were elected and all of the other items submitted to the shareholders for approval were approved, with the following results:

1. Election of Directors.

| | For | Withheld | Abstain | Broker Non-Votes |
|--------------------|---------------|-----------------|----------------|-------------------------|
| Abraham Eisenstat | 75,876,109.26 | 1,333,019.72 | 21,994.00 | 3,779,072.00 |
| Gregg A. Gonsalves | 75,416,006.26 | 1,791,084.72 | 24,032.00 | 3,779,072.00 |
| Pamela N. Hootkin | 74,594,957.90 | 2,591,753.09 | 44,412.00 | 3,779,072.00 |
| Sabrina L. Kanner | 75,818,933.90 | 1,388,313.09 | 23,876.00 | 3,779,072.00 |
| Steven G. Rogers | 75,847,770.26 | 1,318,049.72 | 65,303.00 | 3,779,072.00 |
| Bruce J. Schanzer | 75,831,487.90 | 1,382,538.09 | 17,097.00 | 3,779,072.00 |
| Roger M. Widmann | 74,283,821.26 | 2,911,489.72 | 35,812.00 | 3,779,072.00 |

2. Appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ended December 31, 2019.

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 78,637,599.07 | 2,362,206.82 | 10,389.09 | 0.00 |

3. Approval of a non-binding, advisory resolution approving the executive compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 48,653,448.61 | 28,437,991.23 | 139,683.15 | 3,779,072.00 |

4. Approval of an amendment to the Company's 2017 Stock Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|-------------------------|
| 59,066,749.30 | 17,782,701.54 | 381,672.15 | 3,779,072.00 |

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.

Dated: May 2, 2019

CEDAR REALTY TRUST, INC.

By: /s/ Bruce J. Schanzer
Bruce J. Schanzer
President and CEO