

SIMON PROPERTY GROUP INC /DE/  
Form 8-K  
May 15, 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 15, 2014**

**Simon Property Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-14469**  
(Commission  
File Number)

**04-6268599**  
(IRS Employer  
Identification No.)

**225 W. Washington Street**

**Indianapolis, IN 46204**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(317) 636-1600**

**Not Applicable**

(Former name or former address, if changed since last report.)

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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))
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

At the 2014 Annual Meeting of Stockholders held on May 15, 2014, the Company's stockholders voted on the following business items which were set forth in the notice for the meeting:

Proposal 1 Election of Directors: a proposal to elect ten (10) directors each for a one-year term ending at the 2015 annual meeting of stockholders, including three (3) persons elected as directors by the voting trustees who vote the Class B common stock. All of the nominees for director received the requisite votes to be elected;

Proposal 2 Advisory Vote and Approval of the Company's Executive Compensation: a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement received in excess of 95% of the votes cast;

Proposal 3 Ratification and Approval of the Amended and Restated 1998 Stock Incentive Plan received more than 97% of the votes cast; and

Proposal 4 Ratification of Independent Registered Public Accounting Firm: a proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014.

The vote tabulation for each proposal is as follows:

Proposal 1 Election of Directors

Nominee	For	Against	Abstain	Broker Non-Vote
Melvyn E. Bergstein	259,262,225	4,697,228	219,059	11,490,111
Larry C. Glasscock	263,246,746	716,297	215,469	11,490,111
Karen N. Horn, Ph.D.	235,249,153	28,719,314	210,045	11,490,111
Allan Hubbard	260,611,444	3,348,990	218,078	11,490,111
Reuben S. Leibowitz	260,924,147	3,039,758	214,607	11,490,111
Daniel C. Smith, Ph.D.	260,636,210	3,329,529	212,773	11,490,111
J. Albert Smith, Jr.	261,521,908	2,442,882	213,722	11,490,111

The voting trustees who vote the Company's Class B common stock voted all 8,000 outstanding Class B shares for the election of the following three (3) persons as directors:

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David Simon

Herbert Simon

Richard S. Sokolov

Proposal 2 Advisory Vote and Approval of the Company's Executive Compensation

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
251,999,185	11,891,013	288,314	11,490,111

Proposal 3 Ratification and Approval of the Amended and Restated 1998 Stock Incentive Plan

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
257,675,440	6,205,805	297,267	11,490,111

Proposal 4 Ratification of Independent Registered Public Accounting Firm

<b>For</b>	<b>Against</b>	<b>Abstain</b>
273,312,544	2,144,065	212,014

**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.

Dated: May 15, 2014

SIMON PROPERTY GROUP, INC.

By:	/s/ James M. Barkley	
	Name:	James M. Barkley
	Title:	General Counsel and Secretary