

FEDERAL REALTY INVESTMENT TRUST
Form 8-K
May 11, 2015

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 6, 2015

Federal Realty Investment Trust
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Maryland (State or other jurisdiction of incorporation) | 1-07533 (Commission File Number) | 52-0782497 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|--------------------------|
| 1626 East Jefferson Street, Rockville, Maryland (Address of principal executive offices) | 20852-4041 (Zip Code) |
|---|--------------------------|

Registrant's telephone number including area code: 301/998-8100

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

The annual meeting of shareholders of the Trust was held on May 6, 2015 in North Bethesda, Maryland. The following table sets forth the matters presented for a vote by the shareholders and the voting results with respect to such matters:

| Matter | Votes For | Votes Withheld/ Against | Abstentions | Broker Non-Votes |
|--|------------|----------------------------|-------------|---------------------|
| Proposal 1: Election of Trustees | | | | |
| Jon E. Bortz | 60,010,523 | 188,541 | 0 | 3,051,550 |
| David W. Faeder | 59,692,368 | 506,696 | 0 | 3,051,550 |
| Kristin Gamble | 59,640,451 | 558,613 | 0 | 3,051,550 |
| Gail P. Steinel | 60,096,770 | 102,295 | 0 | 3,051,550 |
| Warren M. Thompson | 59,994,350 | 204,714 | 0 | 3,051,550 |
| Joseph S. Vassalluzzo | 59,570,885 | 628,179 | 0 | 3,051,550 |
| Donald C. Wood | 59,799,935 | 399,130 | 0 | 3,051,550 |
| Proposal 2: Ratification of the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2015 | 62,774,464 | 410,599 | 65,552 | 0 |
| Proposal 3: Advisory vote on compensation of our named executive officers | 58,979,862 | 1,096,384 | 122,815 | 3,051,553 |
| Proposal 4: Re-approval of the performance goals under our 2010 Performance Incentive Plan | 59,287,164 | 794,206 | 117,689 | 3,051,556 |

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 hereunto duly authorized.

FEDERAL REALTY INVESTMENT TRUST

Date: May 11, 2015

By: /s/ Dawn M. Becker

Dawn M. Becker
Executive Vice President-General Counsel and Secretary