

CAMDEN PROPERTY TRUST

Form 8-K

May 09, 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 9, 2014

CAMDEN PROPERTY TRUST

(Exact name of Registrant as Specified in Charter)

Texas

1-12110

76-6088377

(State or Other Jurisdiction of

(Commission File Number)

(I.R.S. Employer

Incorporation)

Identification Number)

11 Greenway Plaza, Suite 2400, Houston, Texas 77046

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (713) 354-2500

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

As of the date of record date for the Annual Meeting, there were 88,642,765 common shares outstanding; of this amount, 3,111,069 common shares were held in the Company's deferred benefit plans and were not entitled to vote. At the Annual Meeting, 78,023,673 shares were voted in person or by proxy. The Company's shareholders voted on the following matters at the Annual Meeting:

1. Election of the ten trust managers nominated by the Board of Trust Managers to hold office for a one-year term;
2. Ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2014; and
3. On an advisory basis, approval of the executive compensation disclosed in the Proxy Statement.

Each of these matters was approved by the requisite number of shareholder votes. The results of the shareholder votes are set forth below:

Board of Trust Managers

	Affirmative	Withheld
Richard J. Campo	73,139,009	1,369,316
Scott S. Ingraham	73,936,195	572,130
Lewis A. Levey	73,958,404	549,921
William B. McGuire, Jr.	71,104,419	3,403,906
D. Keith Oden	74,016,630	491,695
F. Gardner Parker	68,955,208	5,553,117
William F. Paulsen	74,232,290	276,035
Frances Aldrich Sevilla-Sacasa	74,425,362	82,963
Steven A. Webster	63,471,375	11,036,950
Kelvin R. Westbrook	73,578,517	929,808

There were 3,515,348 broker non-votes with respect to the election of trust managers.

Independent Registered Public Accounting Firm

Affirmative	Negative	Abstentions
77,845,573	132,602	45,498

Approval, on an Advisory Basis, of Executive Compensation

Affirmative	Negative	Abstentions	Broker Non-Votes
72,519,722	1,756,423	232,180	3,515,348

The Company's Board of Trust Managers has determined the Company will conduct advisory votes to approve the compensation of the Company's executive officers on an annual basis. Accordingly, the Company will include an advisory on executive compensation in its proxy materials every year until the next shareholder vote on the frequency of such votes is held, which will be no later than the Company's 2017 Annual Meeting of Shareholders.

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.

Date: May 9, 2014

CAMDEN PROPERTY TRUST

By: /s/ Michael P. Gallagher

Michael P. Gallagher

Senior Vice President - Chief Accounting Officer