

Public Storage
Form 8-K
April 26, 2018

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): April 25, 2018

PUBLIC STORAGE

(Exact Name of Registrant as Specified in its Charter)

| | |
|--|---|
| Maryland | 001-33519 95-3551121 |
| (State or Other Jurisdiction of Incorporation) | (Commission(I.R.S. Employer Identification No.) |

File
Number)

| | |
|--|------------|
| 701 Western Avenue, Glendale, California | 91201-2349 |
| (Address of Principal Executive Offices) | (Zip Code) |

(818) 244-8080

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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))
-

Edgar Filing: Public Storage - Form 8-K

The information in Item 2.02 of this Form 8-K and the Exhibit attached hereto pursuant to Item 9.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 2.02 Results of Operations and Financial Condition and Exhibits

On April 25, 2018, Public Storage announced its financial results for the quarter ended March 31, 2018. The full text of the press release issued in connection with the announcement is included in Exhibit 99.1 to this Current Report on Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

Four proposals were submitted to Public Storage shareholders for a vote at the 2018 Annual Meeting of Shareholders held on April 25, 2018. The proposals are described in detail in our proxy statement for the 2018 Annual Meeting filed with the Securities and Exchange Commission on March 16, 2018. The final results for the votes for each proposal are set forth below:

1. Our shareholders elected nine trustees to the Board of Trustees of Public Storage, to hold office until the 2019 Annual Meeting of Shareholders or until their successors are duly qualified and elected. The votes for each nominee were as follows:

| Name | For | Against | Abstain | Broker Non-Votes | Uncast |
|-------------------------|-------------|-----------|-----------|------------------|--------|
| Ronald L. Havner, Jr. | 140,679,167 | 7,944,457 | 4,766,641 | 8,852,327 | 0 |
| Tamara Hughes Gustavson | 148,616,558 | 4,649,506 | 124,201 | 8,852,327 | 0 |
| Uri P. Harkham | 147,765,334 | 5,493,370 | 131,561 | 8,852,327 | 0 |
| Leslie S. Heisz | 152,151,582 | 1,109,430 | 129,253 | 8,852,327 | 0 |
| B. Wayne Hughes, Jr. | 148,346,638 | 4,915,054 | 128,573 | 8,852,327 | 0 |
| Avedick B. Poladian | 151,597,103 | 1,652,982 | 140,180 | 8,852,327 | 0 |
| Gary E. Pruitt | 151,152,415 | 2,106,651 | 131,199 | 8,852,327 | 0 |
| Ronald P. Spogli | 146,813,895 | 6,438,547 | 137,823 | 8,852,327 | 0 |
| Daniel C. Staton | 147,161,197 | 6,098,298 | 130,770 | 8,852,327 | 0 |

2. Our shareholders approved the advisory vote on executive compensation. The votes were as follows:

| For | Against | Abstain | Broker Non-Votes | Uncast |
|-------------|------------|---------|------------------|--------|
| 142,734,439 | 10,429,233 | 226,593 | 8,852,327 | 0 |

3. Our shareholders voted to amend our Declaration of Trust. The votes were as follows:

| For | Against | Abstain | Broker Non-Votes | Uncast |
|-------------|---------|---------|------------------|--------|
| 153,108,271 | 97,050 | 184,944 | 8,852,327 | 0 |

4. Our shareholders ratified the appointment of Ernst & Young LLP as Public Storage’s independent registered public accounting firm for the fiscal year ending December 31, 2018. The votes were as follows:

Edgar Filing: Public Storage - Form 8-K

| For | Against | Abstain | Broker Non-Votes | Uncast |
|-------------|-----------|---------|------------------|--------|
| 160,557,247 | 1,539,476 | 145,869 | 0 | 0 |

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1 – Press Release dated April 25, 2018

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.

4

PUBLIC STORAGE

By: /s/ John Reyes
John Reyes

Date: April 25, 2018 Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Public Storage Earnings Press Release dated April 26, 2017. |
