

NATIONAL RETAIL PROPERTIES, INC.
Form 8-K
May 18, 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): May 17, 2018

NATIONAL RETAIL PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

Maryland	001-11290	56-1431377
(State or other jurisdiction (Commission (IRS Employer of incorporation)	File Number)	Identification No.)
450 South Orange Avenue		
Suite 900		
Orlando, Florida	32801	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number, including area code (407) 265-7348

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 (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))

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. ☐

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

On May 17, 2018, National Retail Properties, Inc. (the "Company") held its 2018 annual meeting of stockholders (the "Annual Meeting"). The matters submitted to the Company's stockholders for a vote included (a) the election of nine directors, (b) an advisory vote on executive compensation, and (c) the ratification of the selection of the Company's independent registered public accounting firm for 2018. The results of such votes are set forth herein.

Proposal 1: Election of Directors

The nine nominees for the Board of Directors were elected to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified. The tabulation of votes was as follows:

Nominee	For	Withheld	Broker Non-Votes
Pamela K. M. Beall	126,539,691	1,535,919	13,861,798
Steven D. Cosler	127,232,837	842,773	13,861,798
Don DeFosset	126,121,840	1,953,770	13,861,798
David M. Fick	127,245,893	829,717	13,861,798
Edward J. Fritsch	125,641,052	2,434,558	13,861,798
Kevin B. Habicht	116,806,317	11,269,293	13,861,798
Robert C. Legler	127,009,126	1,066,484	13,861,798
Sam L. Susser	126,523,879	1,551,731	13,861,798
Julian E. Whitehurst	127,223,160	852,450	13,861,798

There were no votes against the nominees with respect to Proposal 1.

Proposal 2: An advisory vote on executive compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as set forth below:

For	Against	Abstain	Broker Non-Votes
118,635,368	8,995,167	445,075	13,861,798

Proposal 3: Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018, was ratified as set forth below:

For	Against	Abstain
140,731,354	862,931	343,123

There were no broker non-votes with respect to Proposal 3.

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.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht
Name: Kevin B. Habicht
Title: Executive Vice President,
Chief Financial Officer,
Assistant Secretary, and Treasurer

Dated: May 18, 2018