

Extra Space Storage Inc.
Form 8-K
May 28, 2014

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

May 21, 2014

(Date of Report (Date of Earliest Event Reported))

EXTRA SPACE STORAGE INC.

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32269
(Commission File Number)

20-1076777
(IRS Employer
Identification Number)

2795 East Cottonwood Parkway, Suite 400

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Salt Lake City, Utah 84121

(Address of Principal Executive Offices)

(801) 365-4600

(Registrant's Telephone Number, Including Area Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective May 27, 2014, Extra Space Storage Inc. (the Company) announced several new appointments to its executive management team. Gwyn McNeal, formerly the Company's Senior Vice President and Chief Legal Officer, was appointed Executive Vice President and Chief Legal Officer. James Overturf, formerly the Company's Senior Vice President and Chief Marketing Officer, was appointed Executive Vice President and Chief Marketing Officer. Samrat Sondhi, formerly the Company's Senior Vice President Operations, was appointed Executive Vice President Operations.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 27, 2014, the Company amended its charter to increase the authorized number of shares of its stock from 350,000,000 shares to 550,000,000 shares, including an increase in the authorized number of shares of its common stock from 300,000,000 shares to 500,000,000 shares, in order to ensure that the Company will have a sufficient amount of authorized shares to satisfy its redemption obligations to holders of operating partnership units of Extra Space Storage LP upon the redemption of such units under certain circumstances.

The foregoing description of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Articles of Amendment, which are filed as Exhibit 3.1 to this current report and incorporated herein by reference.

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

The Company's 2014 annual meeting of stockholders was held on May 21, 2014. Set forth below is a brief description of each matter voted on at the meeting and the final voting results.

Proposal 1. The election of seven members of the Company's board of directors for terms expiring at the 2015 annual meeting of stockholders and until their successors are duly elected and qualify.

| | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Kenneth M. Woolley | 92,012,630 | 5,664,393 | 6,228,693 |
| Spencer F. Kirk | 96,177,256 | 1,499,767 | 6,228,693 |
| Karl Haas | 85,048,478 | 12,628,545 | 6,228,693 |
| Joseph D. Margolis | 97,030,827 | 646,196 | 6,228,693 |
| Diane Olmstead | 97,575,666 | 101,357 | 6,228,693 |
| Roger B. Porter | 96,395,634 | 1,281,389 | 6,228,693 |
| K. Fred Skousen | 97,019,734 | 657,289 | 6,228,693 |

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Proposal 2. The ratification of the Audit Committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 103,345,608 | 536,060 | 24,047 | |

Proposal 3. The approval, on an advisory basis, of the compensation of the named executive officers, as disclosed in the Company's proxy statement.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 94,870,987 | 2,786,692 | 19,344 | 6,228,693 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit Number | Description of Exhibit |
|---------------------------|--|
| 3.1 | Articles of Amendment of Extra Space Storage Inc., dated May 21, 2014. |

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.

EXTRA SPACE STORAGE INC.

Date: May 28, 2014

By

/s/ P. Scott Stubbs

Name:

P. Scott Stubbs

Title:

Executive Vice President and Chief
Financial Officer