

CYS Investments, Inc.  
Form 8-K  
May 14, 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 14, 2018 (May 11, 2018)**

**CYS Investments, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction of**

**001-33740**  
**(Commission**

**20-4072657**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**File Number)**  
**500 Totten Pond Road, 6<sup>th</sup> Floor**

**Identification No.)**

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**Waltham, Massachusetts 02451**

**(Address of principal executive offices) (Zip code)**

**(617) 639-0440**

**(Registrant's telephone number including area code)**

**Not Applicable**

**(Former name or former address, if changed from 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

At the annual meeting of stockholders of CYS Investments, Inc. (the Company) held on May 11, 2018, the stockholders (i) elected the six nominated directors, (ii) approved, on an advisory basis, the compensation of the Company's named executive officers, (iii) recommended, on an advisory basis, that future advisory votes on named executive officer compensation be conducted every year, and (iv) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. As of March 15, 2018, the record date for the annual meeting of stockholders, there were 155,415,878 shares of common stock outstanding and entitled to vote.

The full results of the matters voted on at the annual meeting of stockholders are set forth below:

**Proposal 1 Election of Directors:**

| <b>Nominee for Director</b>   | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------------|------------|-----------------|-------------------------|
| Kevin E. Grant                | 86,064,997 | 2,093,010       | 49,560,372              |
| Tanya S. Beder                | 54,982,548 | 33,175,459      | 49,560,372              |
| Karen Hammond                 | 86,281,703 | 1,876,304       | 49,560,372              |
| Raymond A. Redlingshafer, Jr. | 86,074,959 | 2,083,048       | 49,560,372              |
| Dale A. Reiss                 | 55,502,799 | 32,655,209      | 49,560,372              |
| James A. Stern                | 86,142,980 | 2,015,027       | 49,560,372              |

**Proposal 2 Advisory Vote on Named Executive Officer Compensation:**

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 82,227,058 | 5,030,718      | 900,230        | 49,560,372              |

**Proposal 3 Advisory Vote on the Frequency of Future Advisory Votes on Named Executive Officer Compensation:**

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|----------------|-------------------------|
| 85,309,790    | 733,585        | 1,236,850      | 877,781        | 49,560,372              |

As disclosed above, 85,309,790 of the votes cast on Proposal 3 voted, on an advisory basis, to hold an advisory vote on named executive officer compensation every year. In view of these voting results and in accordance with the Board of Director's recommendation, the Board of Directors has determined that an advisory vote on named executive officer compensation will be submitted to stockholders every year until the next required advisory vote on the frequency of future advisory votes on named executive officer compensation.

**Proposal 4 Ratification of Appointment of Independent Registered Public Accounting Firm:**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 135,193,213 | 1,458,125      | 1,067,041      | *                       |

\* No broker non-votes arose in connection with Proposal 3 due to the fact that the matter was considered routine under New York Stock Exchange rules.



**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.

**CYS INVESTMENTS, INC.**

Date: May 14, 2018

By: /s/ Thomas A. Rosenbloom  
Name: Thomas A. Rosenbloom  
Title: Secretary