

KIMCO REALTY CORP
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 24, 2018

KIMCO REALTY CORPORATION

(Exact Name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	1-10899 (Commission File Number)	13-2744380 (IRS Employer Identification No.)
3333 New Hyde Park Road		

Suite 100

New Hyde Park, NY 11042

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(516) 869-9000**

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))

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.

The Company's annual meeting of stockholders was held on April 24, 2018. The Company previously filed with the Securities and Exchange Commission the 2018 proxy statement and related materials pertaining to this meeting. On the record date of February 28, 2018, there were 424,900,374 shares of the Company's common stock, par value \$0.01 per share ("Common Stock") outstanding and eligible to vote.

Proposal 1: Election of Directors

Elected the following nine nominees to the Board of Directors to serve as directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualify.

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Milton Cooper	333,263,498	13,739,269	3,162,332	37,651,074
Philip E. Coviello	345,535,588	4,041,665	587,846	37,651,074
Richard G. Dooley	275,610,142	73,957,135	597,822	37,651,074
Conor C. Flynn	337,435,411	12,150,738	578,950	37,651,074
Joe Grills	310,577,199	38,990,595	597,305	37,651,074
Frank Lourenso	312,053,977	37,520,031	591,091	37,651,074
Colombe M. Nicholas	346,047,106	3,513,549	604,444	37,651,074
Mary Hogan Preusse	345,012,332	4,539,927	612,840	37,651,074
Richard B. Saltzman	233,722,737	115,852,975	589,387	37,651,074

Proposal 2: Advisory Resolution to Approve the Compensation of our Named Executive Officers

Approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis and the accompanying tables in our 2018 proxy statement. There were 320,382,936 votes for the proposal; 28,827,145 votes against the proposal; 955,018 abstentions; and 37,651,074 broker non-votes.

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

Ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ended December 31, 2018. There were 380,431,852 votes for the appointment; 6,735,883 votes against the appointment; 648,438 abstentions; and no broker non-votes.

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.

**KIMCO REALTY
CORPORATION**

Date: April 26, 2018 By: /s/ Glenn G. Cohen
Name: Glenn G. Cohen
Title: Chief Financial Officer