

DUKE REALTY CORP  
Form 8-K  
May 05, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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 30, 2014**

**DUKE REALTY CORPORATION**  
**DUKE REALTY LIMITED PARTNERSHIP**  
**(Exact name of registrant specified in its charter)**

**Duke Realty Corporation:**

**Indiana**  
**(State of**

**1-9044**  
**(Commission**

**35-1740409**  
**(IRS Employer**

| <b>Formation)</b>                       | <b>File Number)</b> | <b>Identification No.)</b> |
|---|---------------------|----------------------------|
| <b>Duke Realty Limited Partnership:</b> |                     |                            |

**Indiana  
(State of  
Formation)**

**0-20625  
(Commission  
File Number)  
600 East 96th Street**

**35-1898425  
(IRS Employer  
Identification No.)**

**Suite 100**

**Indianapolis, IN 46240**

**(Address of principal executive offices, zip code)**

Registrant's telephone number, including area code: **(317) 808-6000**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

Please see the information in Item 5.03 below, which is incorporated herein by this reference.

**Item 2.02. Results of Operations and Financial Condition.**

On April 30, 2014, Duke Realty Corporation, an Indiana corporation (the Company), the sole general partner of Duke Realty Limited Partnership, an Indiana limited partnership (the Operating Partnership), issued a press release (the Press Release) announcing its results of operations and financial condition for the quarter ended March 31, 2014. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated into this Item 2.02 by this reference.

On May 1, 2014, the Company also held a conference call to discuss the Company's financial results for the quarter ended March 31, 2014. Pursuant to General Instruction F to Form 8-K, a copy of the transcript from the conference call (the Transcript) is attached hereto as Exhibit 99.2 and is incorporated into this Item 2.02 by this reference. The Transcript has been selectively edited to facilitate the understanding of the information communicated during the conference call.

The information contained in this Item 2.02, including the related information set forth in the Press Release and the Transcript attached hereto and incorporated by reference herein, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

**Item 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

Following approval by the Company's Board of Directors on January 29, 2014 and the Company's shareholders at the Company's Annual Meeting of Shareholders held on April 30, 2014 (the Annual Meeting), the Company filed its Fifth Amended and Restated Articles of Incorporation to be effective on May 5, 2014 with the Indiana Secretary of State in accordance with the Indiana Business Corporation Law for the purpose of increasing the number of shares of common stock authorized thereunder from 400 million shares to 600 million shares, establishing certain detailed stock ownership and transfer restrictions intended to enable the Company to better protect its status as a real estate investment trust; and eliminating certain references or sections that are no longer applicable and make other ministerial changes.

Also on May 5, 2014, the Operating Partnership executed a corresponding Fifth Amended and Restated Agreement of Limited Partnership, which was approved by the Company's Board of Directors on April 30, 2014.

The Fifth Amended and Restated Articles of Incorporation and the Fifth Amended and Restated Agreement of Limited Partnership are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated into this Item 5.03 by this reference.

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

At the Annual Meeting, the shareholders of the Company voted on four proposals. Each proposal was approved pursuant to the following final voting results from the Annual Meeting:

1. To elect thirteen directors to serve on the Company's Board of Directors for a one-year term ending at the 2015 Annual Meeting of Shareholders:

|                          | <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|--------------------------|-------------|----------------|----------------|-----------------------------|
| Thomas J. Baltimore, Jr. | 273,200,754 | 4,345,377      | 1,448,794      | 21,081,896                  |
| William Cavanaugh III    | 273,538,245 | 4,133,525      | 1,323,155      | 21,081,896                  |
| Alan H. Cohen            | 276,466,295 | 1,076,772      | 1,451,858      | 21,081,896                  |
| Ngaire E. Cuneo          | 274,766,942 | 2,903,430      | 1,324,553      | 21,081,896                  |
| Charles R. Eitel         | 274,597,201 | 3,075,484      | 1,322,240      | 21,081,896                  |
| Martin C. Jischke, PhD   | 276,304,958 | 1,233,993      | 1,455,974      | 21,081,896                  |
| Dennis D. Oklak          | 271,277,861 | 5,380,079      | 2,336,985      | 21,081,896                  |
| Melanie R. Sabelhaus     | 276,735,310 | 809,276        | 1,450,339      | 21,081,896                  |
| Peter M. Scott, III      | 276,512,984 | 1,032,008      | 1,449,933      | 21,081,896                  |
| Jack R. Shaw             | 274,999,192 | 2,670,178      | 1,325,555      | 21,081,896                  |
| Michael E. Szymanczyk    | 276,599,990 | 1,057,313      | 1,337,622      | 21,081,896                  |
| Lynn C. Thurber          | 276,749,383 | 795,250        | 1,450,292      | 21,081,896                  |
| Robert J. Woodward, Jr.  | 275,002,237 | 2,668,072      | 1,324,616      | 21,081,896                  |

2. To vote on a non-binding resolution to approve the compensation of the Company's executive officers for 2013:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 253,698,159 | 20,877,957     | 4,418,809      | 21,081,896                  |

3. To ratify the reappointment of KPMG LLP as the Company's independent registered public accountants for the fiscal year 2014:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 297,678,733 | 1,868,717      | 520,371        |                             |

4. To approve three proposals to amend the Company's articles of incorporation, including to:

- a. increase the number of shares of common stock that the Company is authorized to issue from 400,000,000 to 600,000,000:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 289,635,901 | 9,606,832      | 834,088        |                             |

- b. establish certain detailed stock ownership and transfer restrictions intended to enable the Company to better protect its status as a real estate investment trust:

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 276,273,698 | 2,190,597      | 530,630        | 21,081,896                  |

- c. eliminate certain references or sections that are no longer applicable and make other ministerial changes.

| <b>FOR</b>  | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|-------------|----------------|----------------|-----------------------------|
| 295,402,424 | 3,786,901      | 887,496        |                             |

The proposal to adjourn the meeting to solicit additional proxies in favor of the foregoing proposals was not submitted to a vote of the Company's shareholders.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.1                       | Fifth Amended and Restated Articles of Incorporation of Duke Realty Corporation, effective May 5, 2014.   |
| 3.2                       | Fifth Amended and Restated Agreement of Limited Partnership of Duke Realty Limited Partnership, effective May 5, 2014.  |
| 99.1                      | Duke Realty Corporation press release dated April 30, 2014, with respect to its financial results for the quarter ended March 31, 2014.*                      |
| 99.2                      | Duke Realty Corporation transcript from the conference call held on May 1, 2014, with respect to its financial results for the quarter ended March 31, 2014.* |

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\* The Press Release and the Transcript attached hereto as Exhibits 99.1 and 99.2, respectively, are furnished and not filed, as described in Item 2.02 of this Current Report on Form 8-K.

**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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ ANN C. DEE  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

**DUKE REALTY LIMITED  
PARTNERSHIP**

BY: Duke Realty Corporation, its general  
partner

By: /s/ ANN C. DEE  
Ann C. Dee  
Executive Vice President, General  
Counsel and Corporate Secretary

Dated: May 5, 2014

**EXHIBIT INDEX**

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