

EQUITY RESIDENTIAL
Form 8-K
June 16, 2016

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): June 16, 2016

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

Two North Riverside Plaza

1-12252
(Commission

File Number)

13-3675988
(IRS Employer

Identification Number)

60606

Suite 400, Chicago, Illinois
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code (312) 474-1300

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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

On June 16, 2016, Equity Residential (the Company) held its 2016 Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders were asked to consider and vote upon the proposals described in the Company's Proxy Statement for the Annual Meeting (the Proxy Statement). The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1 Election of Trustees

All thirteen of the nominees for Trustees were elected to serve for a one-year term which expires at the Company's 2017 annual meeting of shareholders and until their respective successors are duly elected and qualified, by the votes set forth below.

| Nominee | For | Withheld |
|---------------------|-------------|------------|
| John W. Alexander | 321,024,275 | 7,408,709 |
| Charles L. Atwood | 325,241,205 | 3,191,779 |
| Linda Walker Bynoe | 322,034,882 | 6,398,102 |
| Connie K. Duckworth | 327,471,835 | 961,149 |
| Mary Kay Haben | 327,117,533 | 1,315,451 |
| Bradley A. Keywell | 324,784,838 | 3,648,146 |
| John E. Neal | 324,456,697 | 3,976,287 |
| David J. Neithercut | 324,063,355 | 4,369,629 |
| Mark S. Shapiro | 319,163,205 | 9,269,779 |
| Gerald A. Spector | 324,182,326 | 4,250,658 |
| Stephen E. Sterrett | 327,529,046 | 903,938 |
| B. Joseph White | 323,803,370 | 4,629,614 |
| Samuel Zell | 309,997,025 | 18,435,959 |

There were 8,389,479 broker non-votes with respect to Proposal 1.

Proposal 2 Ratification of Independent Auditor for 2016

The appointment of Ernst & Young LLP as the Company's independent auditor for 2016 was ratified by the shareholders, by the votes set forth below.

| | |
|---------|-------------|
| For | 333,777,452 |
| Against | 2,888,718 |
| Abstain | 156,293 |

Proposal 3 Advisory Approval of Executive Compensation

The shareholders approved, on an advisory basis, the executive compensation in the Proxy Statement, by the votes set forth below.

| | |
|---------|-------------|
| For | 299,028,672 |
| Against | 28,731,498 |
| Abstain | 672,814 |

Broker Non-Votes

8,389,479

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.

EQUITY RESIDENTIAL

Date: June 16, 2016

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel