

Edgar Filing: PS BUSINESS PARKS INC/CA - Form 8-K

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 pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Conditions

On April 24, 2018, PS Business Parks reported its results of operations and financial condition for the quarter ended March 31, 2018. The full text of the press release is furnished as exhibit 99.1 to this Current Report on Form 8-K. The information in Item 2.02 and Exhibit 99.1 are being “furnished” in accordance with General Instruction B.2 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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

(a) The Company’s annual meeting of shareholders was held on April 24, 2018.

(b) The three matters considered for a vote are described in detail in the Company’s proxy statement for the 2018 Annual Meeting filed with the Securities and Exchange Commission on March 23, 2018. The final results for the votes for each proposal are set forth below.

1. The shareholders elected nine directors to the Board of Directors to hold office until the 2018 Annual Meeting or until their successors are duly qualified and elected. The votes for each nominee were as follows:

| Name | Votes For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Ronald L. Havner, Jr. | 23,906,881 | 1,211,341 | 620,846 |
| Maria R. Hawthorne | 25,027,004 | 91,218 | 620,846 |
| Jennifer Holden Dunbar | 24,961,933 | 156,289 | 620,846 |
| James H. Kropp | 24,822,871 | 295,351 | 620,846 |
| Sara Grootwassink Lewis | 24,967,910 | 150,312 | 620,846 |
| Gary E. Pruitt | 25,063,485 | 54,737 | 620,846 |
| Robert S. Rollo | 24,943,645 | 174,577 | 620,846 |
| Joseph D. Russell, Jr. | 25,011,733 | 106,489 | 620,846 |
| Peter Schultz | 25,065,864 | 52,358 | 620,846 |

2. The shareholders approved the advisory vote on executive compensation as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 23,652,916 | 1,425,936 | 39,370 | 620,846 |

3. The shareholders ratified the appointment of Ernst & Young LLP as PS Business Parks' independent registered public accounting firm for the fiscal year ending December 31, 2018 as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 25,592,797 | 120,621 | 25,650 | -0- |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1: Press release dated April 24, 2018.

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.

PS BUSINESS PARKS, INC.

Date: April 24, 2018

By: /s/ Maria R. Hawthorne
Maria R. Hawthorne
Chief Executive Officer(a)

(a) Ms. Hawthorne is also acting
Chief Financial Officer until a
successor is appointed.

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|------|---|
| 99.1 | <u>PS Business Parks, Inc. Earnings Press Release dated April 24, 2018.</u> |
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