

Piedmont Office Realty Trust, Inc.  
Form 8-K  
December 18, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 13, 2007**

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**Piedmont Office Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 000-25739**

**MD**  
(State or other jurisdiction

of incorporation)

**58-2328421**  
(IRS Employer

Identification No.)

**6200 The Corners Parkway**

**Suite 500**

**Norcross, GA 30092-3365**

(Address of principal executive offices, including zip code)

**770-325-3700**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

## Edgar Filing: Piedmont Office Realty Trust, Inc. - Form 8-K

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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))
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**Item 8.01. Other Events.**

On December 13, 2007, Piedmont Office Realty Trust, Inc. (the Registrant) held its annual meeting of stockholders, and at such meeting, the stockholders of the Registrant approved all proposals which were previously described in the Registrant's proxy statement dated October 16, 2007 including: (i) a proposal to elect six directors to hold office for one-year terms expiring in 2008, (ii) a proposal to amend the Registrant's charter in order to extend the date by which the Registrant must begin an orderly process of liquidation if the Registrant has not listed its common shares on a national securities exchange from January 30, 2008 (the Liquidation Date) to July 30, 2009, and in the board of directors discretion, to further extend the Liquidation Date from July 30, 2009 to January 30, 2011 and (iii) a proposal to approve an adjournment or postponement of the annual meeting, including if necessary, to solicit additional proxies in favor of the foregoing proposals if there were not sufficient votes for either of the proposals. The following is a summary of the voting results as certified by IVS Associates, Inc. and The Bank of New York, the independent inspectors of elections for the meeting:

As of October 2, 2007, the record date for the meeting, there were 492,570,635 shares issued and outstanding and entitled to vote at the meeting.

370,322,332 shares were present in person or by proxy, representing approximately 75.18% of outstanding shares.

All directors were elected as proposed with the following shares voted for and withheld from each nominee:

|                         | Number of<br>Shares | % of<br>Shares<br>Cast | Number of<br>Shares<br>Withheld | % of<br>Shares<br>Cast |
|-------------------------|---------------------|------------------------|---------------------------------|------------------------|
| W. Wayne Woody          | 346,865,205         | 93.7                   | 23,457,127                      | 6.3                    |
| Michael R. Buchanan     | 346,974,484         | 93.6                   | 23,347,848                      | 6.4                    |
| Wesley E. Cantrell      | 346,769,510         | 93.7                   | 23,552,822                      | 6.3                    |
| William H. Keogler, Jr. | 346,925,307         | 93.7                   | 23,397,025                      | 6.3                    |
| Donald S. Moss          | 346,711,763         | 93.6                   | 23,471,880                      | 6.4                    |
| Donald A. Miller, CFA   | 346,850,452         | 93.7                   | 23,024,536                      | 6.3                    |

The proposal to amend the Charter to extend the Liquidation Date was approved by the following vote of shares:

|             | % of<br>Shares | % of<br>Shares | % of<br>Shares |
|-------------|----------------|----------------|----------------|
| <b>For</b>  | <b>Cast</b>    | <b>Against</b> | <b>Cast</b>    |
| 290,304,027 | 78.4           | 72,031,384     | 19.5           |
|             |                |                | <b>Abstain</b> |
|             |                |                | 7,986,921      |
|             |                |                | <b>Cast</b>    |
|             |                |                | 2.2            |

While it proved unnecessary, the proposal to allow the annual meeting to be postponed or adjourned in order to solicit additional proxies was approved by the following vote of shares:

|             | % of<br>Shares | % of<br>Shares | % of<br>Shares |
|-------------|----------------|----------------|----------------|
| <b>For</b>  | <b>Cast</b>    | <b>Against</b> | <b>Cast</b>    |
| 286,397,269 | 77.3           | 73,234,132     | 19.8           |
|             |                |                | <b>Abstain</b> |
|             |                |                | 10,690,931     |
|             |                |                | <b>Cast</b>    |
|             |                |                | 2.9            |

**Signature(s)**

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.

Piedmont Office Realty Trust, Inc.

Date: December 18, 2007

By: /s/ Donald A. Miller, CFA  
Donald A. Miller, CFA  
Chief Executive Officer