

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
May 31, 2012

**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): May 24, 2012

**NATIONAL RETAIL PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-11290**  
(Commission  
File Number)

**56-1431377**  
(IRS Employer  
Identification No.)

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**450 South Orange Avenue**

**Suite 900**

**Orlando, Florida**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (407) 265-7348**

**32801**  
(Zip Code)

**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 May 24, 2012, National Retail Properties, Inc. (the Company) held its 2012 annual meeting of stockholders (the Annual Meeting). The matters submitted to the Company's stockholders for a vote included (a) the election of nine directors, (b) an advisory vote on executive compensation, (c) the re-approval of the material terms of the performance objectives for the 2007 Performance Incentive Plan, (d) the approval of an amendment to the Company's charter to increase the number of authorized shares of common stock and (e) the ratification of the selection of the Company's independent registered public accounting firm for 2012. The results of such votes are set forth herein.

**Proposal 1: Election of Directors**

The nine nominees for the Board of Directors were elected to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified. The tabulation of votes was as follows:

| Nominee                    | For        | Withheld  | Broker Non-Votes |
|----------------------------|------------|-----------|------------------|
| <b>Don DeFosset</b>        | 81,468,377 | 1,688,766 | 16,348,591       |
| <b>David M. Fick</b>       | 81,537,362 | 1,619,781 | 16,348,591       |
| <b>Edward J. Fritsch</b>   | 82,656,243 | 500,900   | 16,348,591       |
| <b>Kevin B. Habicht</b>    | 77,813,961 | 5,343,182 | 16,348,591       |
| <b>Richard B. Jennings</b> | 82,411,171 | 745,972   | 16,348,591       |
| <b>Ted B. Lanier</b>       | 82,383,563 | 773,580   | 16,348,591       |
| <b>Robert C. Legler</b>    | 81,491,156 | 1,665,987 | 16,348,591       |
| <b>Craig Macnab</b>        | 81,618,497 | 1,538,646 | 16,348,591       |
| <b>Robert Martinez</b>     | 81,469,060 | 1,688,083 | 16,348,591       |

There were no abstentions with respect to Proposal 1.

**Proposal 2: An advisory vote on executive compensation**

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as set forth below:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 79,657,425 | 3,162,105 | 337,613 | 16,348,591       |

**Proposal 3: Re-approval of the material terms of the performance objectives for the 2007 Performance Incentive Plan**

A majority of the Company's stockholders voted to re-approve the material terms of the performance objectives for the 2007

Performance Incentive Plan. The tabulation of votes was as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 81,263,980 | 1,613,272 | 279,891 | 16,348,591       |

**Proposal 4: Approval of an amendment to the Company's charter to increase the number of authorized shares of common stock**

A majority of the Company's stockholders voted to amend the Company's charter to increase the number of authorized shares of common stock. The tabulation of votes was as follows:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 95,926,094 | 2,789,507 | 790,133 |

There were no broker non-votes with respect to Proposal 4.

**Proposal 5: Ratification of the appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012, was ratified as set forth below:

| For        | Against | Abstain |
|------------|---------|---------|
| 98,947,568 | 140,593 | 417,573 |

There were no broker non-votes with respect to Proposal 5.

**SIGNATURE**

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.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary and Treasurer

Dated: May 31, 2012