

HFF, Inc.
Form 8-K
May 31, 2016

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): May 26, 2016

HFF, Inc.

(Exact name of Registrant as specified in its charter)

**Delaware
(State or Other Jurisdiction
of Incorporation or Organization)**

**001-33280
(Commission
File Number)
One Oxford Centre**

**51-0610340
(I.R.S. Employer
Identification No.)**

301 Grant Street, Suite 1100

Pittsburgh, Pennsylvania 15219

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(Address of Principal Executive Offices, including Zip Code)

(412) 281-8714

(Registrant's Telephone Number, including Area Code)

(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:

- .. 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

The Company's 2016 Annual Meeting of Stockholders was held on May 26, 2016 in Dallas, Texas, at which the following proposals were submitted to a vote of the Company's stockholders:

The election of two Class I directors to the Company's Board of Directors.

A non-binding advisory vote to approve the compensation of the Company's named executive officers.

A vote to approve the Company's 2016 Equity Incentive Plan.

The ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

For more information about the foregoing proposals, see the Company's proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the "SEC") on April 29, 2016, the relevant portions of which are incorporated herein by reference. Holders of the Company's Class A common stock were entitled to one vote per share on all matters voted on by stockholders at the Annual Meeting. The voting results with respect to each matter voted upon are set forth below:

Board of Director Election Results

The stockholders elected both of the nominees for Class I directors to a three-year term by a majority of the votes cast.

| Class III Director Nominee: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------------------|------------------|----------------------|--------------------|-------------------------|
| Deborah H. McAneny | 28,046,794 | 3,313,591 | 0 | 4,918,658 |
| Steven E. Wheeler | 28,913,212 | 2,447,173 | 0 | 4,918,658 |

Non-Binding Advisory Vote to Approve the Compensation of the Company's Named Executive Officers

The stockholders approved the compensation of the Company's named executive officers. The results of the vote included 31,228,239 votes for, 128,048 votes against, 4,098 votes abstained and 4,918,658 broker non-votes.

Vote to Approve the the Company's 2016 Equity Incentive Plan

The stockholders approved the Company's 2016 Equity Incentive Plan. The results of the vote included 29,863,994 votes for, 1,493,961 votes against, 2,430 votes abstained and 4,918,658 broker non-votes.

Ratification of Ernst & Young LLP as Our Independent Registered Public Accounting Firm

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The results of the voting included 35,736,084 votes for, 542,604 votes against, 355 votes abstained and zero broker non-votes.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HFF, INC.

Dated: May 31, 2016

By: /s/ Gregory R. Conley
Gregory R. Conley
Chief Financial Officer