

Edgar Filing: General Growth Properties, Inc. - Form 8-K

General Growth Properties, Inc.  
Form 8-K  
May 20, 2016

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 Act of 1934

Date of Report: May 17, 2016  
(date of earliest event reported)

GENERAL GROWTH PROPERTIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware 1-34948 27-2963337  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

110 N. Wacker Drive, Chicago, Illinois 60606  
(Address of principal executive offices) (Zip code)

(312) 960-5000  
(Registrant's telephone number, including area code)

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.

On May 17, 2016, General Growth Properties, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”) at which 825,229,082 shares of its common stock were represented. During the Annual Meeting, our stockholders were asked to consider and vote upon the proposals described in detail in the Company’s definitive proxy statement for the Annual Meeting, which was filed with the SEC on April 1, 2016. The final voting results for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal 1 – Election of Directors

All nine of the nominees for directors were elected to serve for a term which expires at our 2017 annual meeting of stockholders and until their respective successors are duly elected and qualified, by the votes set forth below.

| Nominee             | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|-------------|---------------|-------------|------------------|
| Richard B. Clark    | 790,354,826 | 18,278,931    | 59,543      | 16,535,782       |
| Mary Lou Fiala      | 768,372,985 | 37,159,679    | 3,160,636   | 16,535,782       |
| J. Bruce Flatt      | 771,398,721 | 34,940,825    | 2,353,754   | 16,535,782       |
| John K. Haley       | 768,363,291 | 37,162,087    | 3,167,922   | 16,535,782       |
| Daniel B. Hurwitz   | 803,546,820 | 5,071,247     | 75,233      | 16,535,782       |
| Brian W. Kingston   | 799,651,640 | 8,985,399     | 56,261      | 16,535,782       |
| Sandeep Mathrani    | 796,484,616 | 12,131,391    | 77,293      | 16,535,782       |
| David J. Neithercut | 803,492,214 | 5,128,215     | 72,871      | 16,535,782       |
| Mark R. Patterson   | 771,584,232 | 37,032,027    | 77,041      | 16,535,782       |

Proposal 2 – Advisory Vote on Executive Compensation

The stockholders did not approve, on an advisory basis, the compensation of our named executive directors, by the votes set forth below.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 388,288,529 | 420,134,284   | 270,487     | 16,535,782       |

Proposal 3 – Ratification of the Selection of Independent Registered Public Accounting Firm

The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified by the stockholders, by the votes set forth below.

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 817,986,500 | 7,135,307     | 107,275     |



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.

GENERAL  
GROWTH  
PROPERTIES, INC.

By:                    /s/  
                          Marvin J.  
                          Levine  
Date: May 20, 2016   Marvin J.  
                          Levine  
                          Executive  
                          Vice  
                          President  
                          and Chief  
                          Legal  
                          Officer