

INDEPENDENCE REALTY TRUST, INC.
Form 8-K
May 18, 2018

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 18, 2018 (May 17, 2018)

Independence Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Maryland | 001-36041 | 26-4567130 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

Two Liberty Place

50 S. 16th Street, Suite 3575

Philadelphia, Pennsylvania, 19102

(Address of Principal Executive Office) (Zip Code)

(267) 270-4800

(Registrant's telephone number, including area code)

N/A

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2018, Independence Realty Trust, Inc. (the "Company") held its 2018 Annual Meeting of Stockholders. At the meeting, the stockholders voted on: (1) the election of seven directors, each to serve for a term expiring at the 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified and (2) the approval of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

Proposal 1: Election of Seven Directors.

| Trustee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------------------|------------|---------------|-------------|---------------------|
| Scott F. Schaeffer | 64,016,557 | 1,907,468 | 471,273 | 13,488,346 |
| William C. Dunkelberg, Ph.D. | 43,224,714 | 22,679,106 | 491,478 | 13,488,346 |
| Richard D. Gebert | 64,503,002 | 1,398,805 | 493,491 | 13,488,346 |
| Melinda H. McClure | 64,498,629 | 1,406,545 | 490,124 | 13,488,346 |
| Mack D. Pridgen III | 64,437,880 | 1,468,538 | 488,880 | 13,488,346 |
| Richard H. Ross | 64,528,339 | 1,370,500 | 496,459 | 13,488,346 |
| DeForest B. Soaries, Jr., D.Min. | 51,382,866 | 14,525,500 | 486,932 | 13,488,346 |

Proposal 2: Approval of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|---------------------|
| 78,969,887 | 766,843 | 146,914 | 0 |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned, hereunto duly authorized.

Independence Realty Trust, Inc.

By: /s/ James J. Sebra

Name: James J. Sebra

Title: Chief Financial Officer and Treasurer

Date: May 18, 2018