

## Section 1: 8-K (8-K)

# UNITED STATES 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): April 29, 2019

## STAG INDUSTRIAL, INC.

(Exact name of registrant specified in its charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-34907**  
(Commission  
File Number)

**27-3099608**  
(IRS Employer  
Identification No.)

One Federal Street, 23rd Floor  
Boston, Massachusetts 02110  
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (617) 574-4777

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:

- 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 Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities and 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 April 29, 2019, STAG Industrial, Inc. (the “Company”) held its annual meeting of stockholders. The matters on which the stockholders voted, in person or by proxy, were:

1. the election of eight directors to hold office until the 2020 annual meeting of stockholders and until their successors are duly elected and qualified;
2. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019; and
3. the approval, by non-binding vote, of the Company’s executive compensation.

The eight nominees were elected, the appointment of the independent registered public accounting firm was ratified and executive compensation was approved. The results of the voting were as follows:

**Proposal 1: Election of Directors:**

<u>Director</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Benjamin S. Butcher	92,993,213	2,329,868	97,383	15,010,400
Virgis W. Colbert	94,162,519	1,169,343	88,602	15,010,400
Michelle S. Dilley	94,384,286	954,923	81,255	15,010,400
Jeffrey D. Furber	94,353,391	979,967	87,106	15,010,400
Larry T. Guillemette	94,396,516	936,855	87,093	15,010,400
Francis X. Jacoby III	93,922,749	1,411,476	86,239	15,010,400
Christopher P. Marr	88,960,968	5,804,980	654,516	15,010,400
Hans S. Weger	94,391,498	944,361	84,605	15,010,400

**Proposal 2: Ratification of Appointment of Independent Registered Public Accountants:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
107,450,968	2,702,437	277,459	-0-

**Proposal 3: Approval of Executive Compensation:**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
92,199,169	2,754,360	466,935	15,010,400



## 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.

**STAG INDUSTRIAL, INC.**

**By: /s/ Jeffrey M. Sullivan**

**Jeffrey M. Sullivan**

*Executive Vice President, General Counsel  
and Secretary*

Dated: May 1, 2019

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