

AGREE REALTY CORP
Form 8-K
May 08, 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 7, 2012

AGREE REALTY CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|-----------------------------------|
| Maryland | 1-12928 | 38-3148187 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

31850 Northwestern Highway

Farmington Hills, MI 48334

(Address of principal executive offices)

Registrant's telephone number, including area code: **(248) 737-4190**

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))

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

On May 7, 2012, Agree Realty Corporation (the “Company”) held its annual meeting of stockholders. The matters on which the stockholders voted, in person or by proxy, were:

- (i) for the election of three directors of the Company to serve until the annual meeting of stockholders in 2015;
- (ii) the ratification of the appointment of Baker Tilly Virchow Krause, LLP as the Company’s independent registered public accounting firm for 2012; and
- (iii) the approval, by non-binding vote, of executive compensation as disclosed in the Company’s proxy statement for the 2012 annual meeting of stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission including the Compensation Discussion and Analysis, the compensation tables and other related disclosure.

The three nominees were elected, the appointment of the independent registered public accounting firm was ratified, and the executive compensation was approved, by non-binding vote. The results of the voting were as follows:

Election of Directors:

| Director | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------|-----------|----------------|-------------|------------------|
| Richard Agree | 4,508,419 | 2,483,272 | 0 | 3,571,187 |
| Michael Rotchford | 5,289,392 | 1,702,299 | 0 | 3,571,187 |
| John Rakolta, Jr. | 4,058,334 | 2,933,357 | 0 | 3,571,187 |

Ratification of Appointment of Independent Registered Public Accounting Firm:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,516,493 | 31,321 | 15,064 | 0 |

Approval, by non-binding vote, of Executive Compensation:

Edgar Filing: AGREE REALTY CORP - Form 8-K

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,549,946 | 339,229 | 102,516 | 3,571,187 |

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.

AGREE REALTY CORPORATION

Dated: May 8, 2012 BY: **/s/ Alan D. Maximiuk**
Alan D. Maximiuk
Vice President, Chief Financial Officer and Secretary