

REALTY INCOME CORP  
Form 8-K  
May 19, 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 Exchange Act of 1934**

**Date of report: May 17, 2016  
(Date of Earliest Event Reported)**

**REALTY INCOME CORPORATION**  
(Exact name of registrant as specified in its charter)

<b>Maryland</b>	<b>1-13374</b>	<b>33-0580106</b>
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

**11995 El Camino Real, San Diego, California 92130**  
(Address of principal executive offices)

**(858) 284-5000**  
(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))

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

(a) On May 17, 2016, Realty Income Corporation (the "Company") held its 2016 annual meeting of stockholders (the "Annual Meeting"). As of March 15, 2016, the record date for the Annual Meeting, there were 250,578,841 common shares issued and outstanding and entitled to vote at the Annual Meeting. Proxies for the Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934.

(b) The results of the matters voted upon at the Annual Meeting were as follows:

Proposal 1 considered at the Annual Meeting was the election of eight directors to serve until the 2017 annual meeting of stockholders and until their respective successors are duly elected and qualified.

All of management's nominees for directors as listed in the proxy statement were elected with the following share vote:

				<b>Broker</b>
	<b>Voted For</b>	<b>Voted Against</b>	<b>Abstentions</b>	<b>Non-Votes</b>
Kathleen R. Allen, Ph.D.	146,516,242	4,131,346	779,401	74,286,755
John P. Case	149,422,073	1,201,662	803,254	74,286,755
A. Larry Chapman	149,294,391	1,328,835	803,763	74,286,755
Priya Cherian Huskins	149,753,688	878,158	795,143	74,286,755
Michael D. McKee	147,905,359	2,716,958	804,672	74,286,755
Gregory T. McLaughlin	149,006,444	1,611,226	809,319	74,286,755
Ronald L. Merriman	149,155,489	1,455,751	815,749	74,286,755
Stephen E. Sterrett	149,493,759	1,115,148	818,082	74,286,755

Proposal 2 considered at the Annual Meeting was the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2016. This proposal was approved, with 221,397,130 shares voted for, 2,933,735 shares voted against, and 1,382,879 shares representing abstentions. No broker non-votes resulted from the vote on this proposal.

Proposal 3 considered at the Annual Meeting was the approval, on an advisory basis, of the compensation of the Company's named executive officers. This proposal was approved, with 143,492,841 shares voted for, 6,202,694 shares voted against, 1,731,454 shares representing abstentions and 74,286,755 shares representing broker non-votes.

(c) Not applicable.

(d) Not applicable.

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**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.

Dated: May 19, 2016

REALTY INCOME CORPORATION

By:

/s/ MICHAEL R. PFEIFFER

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Michael R. Pfeiffer  
Executive Vice President, General Counsel  
and Secretary