

Walker & Dunlop, Inc.
Form 8-K
June 08, 2011

**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): **June 7, 2011**

Walker & Dunlop, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other Jurisdiction of Incorporation)

001-35000
(Commission File Number)

80-0629925
(IRS Employer Identification No.)

**7501 Wisconsin Avenue
Suite 1200E
Bethesda, MD**
(Address of Principal Executive Offices)

20814
(Zip Code)

Registrant's telephone number, including area code: **(301) 215-5500**

Not applicable

(Former name or former address if changed since last report.)

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

On June 7, 2011, Walker & Dunlop, Inc. (the Company) held its Annual Meeting of Stockholders. There were 22,196,755 shares of common stock eligible to vote at the 2011 Annual Meeting. The following are the matters voted upon at the Annual Meeting and the final results of the votes on such matters:

1. Election of directors for a one-year term expiring at the 2012 Annual Meeting of stockholders:

| | Votes For | Withheld | Broker Non-votes |
|-----------------------|------------------|-----------------|-------------------------|
| Alan J. Bowers | 18,393,302 | 15,364 | 1,102,272 |
| Mitchell M. Gaynor | 18,148,225 | 260,441 | 1,102,272 |
| Cynthia A. Hallenbeck | 18,393,302 | 15,364 | 1,102,272 |
| John Rice | 18,393,302 | 15,364 | 1,102,272 |
| Dana L. Schmaltz | 18,393,302 | 15,364 | 1,102,272 |
| Howard W. Smith, III | 18,388,011 | 20,655 | 1,102,272 |
| Edmund F. Taylor | 18,388,011 | 20,655 | 1,102,272 |
| William M. Walker | 18,387,123 | 21,543 | 1,102,272 |

2. Ratification of appointment of KPMG LLP as our independent registered public accounting firm for 2011:

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 19,499,089 | 2,435 | 9,414 | |

3. Non-binding advisory vote on executive compensation.

| | | | |
|------------|--------|--------|-----------|
| 18,372,907 | 23,922 | 11,837 | 1,102,272 |
|------------|--------|--------|-----------|

4. Non-binding advisory vote on the frequency of the advisory vote on executive compensation.

| One Year | Two Years | Three Years | Abstentions | Broker Non-votes |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 2,897,105 | 171,458 | 15,330,971 | 9,132 | 1,102,272 |

In light of the voting results on proposal 4, the Company has determined to provide shareholders with the opportunity to cast a non-binding advisory vote on the compensation of executives every three years.

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.

Walker & Dunlop, Inc.

Date: June 8, 2011

By: /s/ Richard M. Lucas
Name: Richard M. Lucas
Title: Executive Vice President, General Counsel
and
Secretary