

Walker & Dunlop, Inc.
Form 8-K
June 14, 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): **June 13, 2012**

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 13, 2012, Walker & Dunlop, Inc. (the "Company") held its Annual Meeting of Stockholders. There were 22,152,883 shares of common stock eligible to vote at the 2012 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 2013 Annual Meeting of Stockholders:

	Votes For	Withheld	Broker Non-votes
Alan J. Bowers	16,708,547	48,905	3,840,386
Mitchell M. Gaynor	16,728,114	29,338	3,840,386
Cynthia A. Hallenbeck	16,728,114	29,338	3,840,386
John Rice	16,701,945	55,507	3,840,386
Dana L. Schmaltz	16,708,547	48,905	3,840,386
Howard W. Smith, III	16,537,013	220,439	3,840,386
Edmund F. Taylor	16,535,634	221,818	3,840,386
William M. Walker	16,709,382	48,070	3,840,386

2. Ratification of appointment of KPMG LLP as our independent registered public accounting firm for 2012:

Votes For	Votes Against	Abstentions	Broker Non-votes
20,577,516	15,424	4,898	

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.

Date: June 14, 2012

By: /s/ Richard M. Lucas

Name:

Title:

Richard M. Lucas

Executive Vice President,

General Counsel & Secretary