

KITE REALTY GROUP TRUST  
Form 8-K  
June 25, 2014

**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 24, 2014**

**KITE REALTY GROUP TRUST**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-32268**  
(Commission  
File Number)

**11-3715772**  
(IRS Employer  
Identification Number)

**30 S. Meridian Street**  
**Suite 1100**  
**Indianapolis, IN**  
(Address of principal executive offices)

**46204**  
(Zip Code)

**(317) 577-5600**

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(Registrant's telephone number, including area code)

**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 (see General Instruction A.2. below):

- 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.**

Kite Realty Group Trust (the Company) held a Special Meeting of Shareholders on June 24, 2014 (the Special Meeting). At the Special Meeting, the shareholders voted to approve the issuance of the Company's common shares of beneficial interest (Common Shares) to the stockholders of Inland Diversified Real Estate Trust, Inc. (Inland Diversified) pursuant to the Agreement and Plan of Merger dated as of February 9, 2014 by and among the Company, KRG Magellan, LLC, and Inland Diversified (the Merger Agreement) under which Inland Diversified will merge with and into KRG Magellan, LLC, with KRG Magellan, LLC continuing as the surviving entity and a wholly owned subsidiary of the Company. The final number of shares voted for, against, and abstaining on this proposal was as follows:

	For	Against	Abstain
Approval of the issuance of Common Shares to the stockholders of Inland Diversified pursuant to the Merger Agreement	121,682,514	36,739	144,299

\* There were no Broker Non-Votes related to the issuance of the Common Shares.

At the Special Meeting, the shareholders voted to approve an amendment to the Company's Articles of Amendment and Restatement of Declaration of Trust, as amended, to increase the total number of authorized Common Shares of the Company from 200,000,000 to 450,000,000. The final number of shares voted for, against, and abstaining on this proposal was as follows:

	For	Against	Abstain
Approval of an amendment to increase the total number of authorized Common Shares of the Company from 200,000,000 to 450,000,000	119,548,144	2,203,317	112,091

\* There were no Broker Non-Votes related to the amendment to increase the total number of authorized Common Shares.

**Item 8.01 Other Events.**

On June 24, 2014, the Company issued a press release announcing the results of the special meeting. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

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<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Kite Realty Group Trust on June 24, 2014

**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.

June 24, 2014

**KITE REALTY GROUP TRUST**

/s/ Daniel R. Sink  
Daniel R. Sink  
Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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