

AGREE REALTY CORP  
Form 8-K  
May 17, 2018

**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 15, 2018

**AGREE REALTY CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of other jurisdiction of incorporation)

**1-12928**

(Commission file number)

**38-3148187**

(I.R.S. Employer Identification No.)

**70 E. Long Lake Road**

**Bloomfield Hills, MI**

**48304**

(Zip code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



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

On May 15, 2018, Agree Realty Corporation (the “Company”) held its annual meeting of stockholders. The matters on which the stockholders voted, in person or by proxy, were:

- a) To elect three directors to serve until the annual meeting of stockholders in 2021;
- b) To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2018; and
- c) To approve, by non-binding vote, executive compensation.

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:

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Richard Agree	24,724,926	953,569	3,202,036
John Rakolta, Jr.	25,377,852	300,643	3,202,036
Jerome Rossi	25,376,216	302,279	3,202,036

Ratification of Appointment of Independent Registered Public Accounting Firm:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
28,760,548	99,850	20,133	0

Approval, by Non-Binding Vote, of Executive Compensation:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
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24,818,750 731,487

128,258

3,202,036

**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.

**AGREE REALTY CORPORATION**

By: /s/ Clayton R. Thelen  
Name: Clayton R. Thelen  
Title: Chief Financial Officer and Secretary

Date: May 17, 2018