

---

## Section 1: 8-K (FORM 8-K)

---

---

**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 22, 2014**

**VORNADO REALTY TRUST  
(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
\_\_\_\_\_  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 001-11954**  
\_\_\_\_\_  
(Commission  
File Number)

**No. 22-1657560**  
\_\_\_\_\_  
(IRS Employer  
Identification No.)

**VORNADO REALTY L.P.  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
\_\_\_\_\_  
(State or Other  
Jurisdiction of  
Incorporation)

**No. 001-34482**  
\_\_\_\_\_  
(Commission  
File Number)

**No. 13-3925979**  
\_\_\_\_\_  
(IRS Employer  
Identification No.)

**888 Seventh Avenue  
New York, New York**  
\_\_\_\_\_  
(Address of Principal Executive Offices)

**10019**  
\_\_\_\_\_  
(Zip Code)

**Registrant's telephone number, including area code: (212) 894-7000  
Former name or former address, if changed since last report: N/A**

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 Instructions A.2.):

- 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.**

On May 22, 2014, Vornado Realty Trust (the “Company”) held its 2014 Annual Meeting of Shareholders (the “Meeting”). As of March 24, 2014, the record date for shareholders entitled to vote at the Meeting, there were 187,403,922 common shares of beneficial interest, par value \$0.04 per share (the “Shares”) outstanding and entitled to vote. Of the Shares entitled to vote at the Meeting, 171,738,870, or approximately 92% of the Shares were present or represented by proxy. There were seven matters presented and voted on. Set forth below is a brief description of each matter voted on and the voting results with respect to each such matter.

**Proposal 1 – Election of three nominees to serve on the Board of Trustees for a three-year term and until their respective successors are duly elected.**

| <u>Nominee</u>   | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------|------------|-----------------|-------------------------|
| Michael Lynne    | 63,256,101 | 100,548,219     | 7,934,550               |
| David Mandelbaum | 40,555,781 | 123,248,539     | 7,934,550               |
| Daniel R. Tisch  | 63,634,374 | 100,169,946     | 7,934,550               |

**Proposal 2 – Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2014.**

|            | <u>For</u>  | <u>Against</u> | <u>Abstain</u> |
|------------|-------------|----------------|----------------|
| Votes Cast | 170,571,622 | 1,045,997      | 121,251        |

**Proposal 3 – Non-binding advisory resolution on executive compensation.**

|            | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|-------------|----------------|----------------|-------------------------|
| Votes Cast | 153,109,528 | 10,473,041     | 221,751        | 7,934,550               |

**Proposal 4 – Non-binding shareholder proposal regarding majority voting for the election of trustees.**

|            | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|-------------|----------------|----------------|-------------------------|
| Votes Cast | 139,213,542 | 24,236,706     | 354,072        | 7,934,550               |

**Proposal 5 – Non-binding shareholder proposal regarding the appointment of an independent Chairman.**

|            | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|------------|----------------|----------------|-------------------------|
| Votes Cast | 95,851,925 | 67,779,437     | 172,958        | 7,934,550               |

**Proposal 6 – Non-binding shareholder proposal regarding establishing one class of trustees to be elected annually.**

|            | <u>For</u>  | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|-------------|----------------|----------------|-------------------------|
| Votes Cast | 138,058,956 | 25,518,828     | 226,536        | 7,934,550               |

**Proposal 7 – Non-binding shareholder proposal regarding restricting the acceleration of equity following a change of control.**

|            | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|------------|----------------|----------------|-------------------------|
| Votes Cast | 64,938,225 | 98,374,259     | 491,836        | 7,934,550               |

In addition to the three nominees who were re-elected at the Meeting to serve on the Company’s Board of Trustees, Steven Roth, Candace K. Beinecke, Michael D. Fascitelli, Robert P. Kogod, Richard R. West, and Russell B. Wight, Jr. continue to serve as Trustees after the meeting.



