

Section 1: 8-K (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 17, 2019

TANGER FACTORY OUTLET CENTERS, INC.

(Exact name of registrant as specified in its charter)

North Carolina

1-11986

56-1815473

(State or other jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

3200 Northline Avenue, Greensboro, North Carolina 27408

(Address of principal executive offices) (Zip Code)

(336) 292-3010

(Registrants' telephone number, including area code)

N/A

(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
- 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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, \$0.01 par value	SKT	New York Stock Exchange

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.

Securities registered pursuant to Section 12(b) of the Act:

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain officers; Compensatory Arrangements of Certain Officers.

On May 17, 2019, Tanger Factory Outlet Centers, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the shareholders of the Company approved an amendment of the Amended and Restated Incentive Award Plan to increase the aggregate number of shares authorized for issuance under the plan from 15.4 million shares to 18.7 million shares.

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

As noted above, on May 17, 2019, the Company held its Annual Meeting. The first matter on which the common shareholders voted was the election of nine directors to serve until the next Annual Meeting of Shareholders. The results of the voting are as shown below:

<u>Nominees</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
William G. Benton	65,887,616	2,383,062	168,351	18,482,307
Jeffrey B. Citrin	67,598,180	640,368	200,481	18,482,307
David B. Henry	67,526,702	744,118	168,209	18,482,307
Thomas J. Reddin	67,552,641	718,328	168,060	18,482,307
Thomas E. Robinson	65,719,905	2,553,965	165,159	18,482,307
Bridget M. Ryan-Berman	66,920,597	1,355,962	162,471	18,482,307
Allan L. Schuman	65,453,515	2,754,332	231,182	18,482,307
Susan E. Skerritt	67,909,775	376,909	152,345	18,482,307
Steven B. Tanger	67,868,811	424,143	146,075	18,482,307

The second matter on which the common shareholders voted was the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. The results of the voting are as shown below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
86,193,818	445,349	282,169	—

The third matter on which the common shareholders voted was to amend the Amended and Restated Incentive Award Plan to increase the aggregate number of common shares authorized for issuance from 15.4 million shares to 18.7 million shares. The results of the voting are as shown below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
63,940,159	4,229,139	269,731	18,482,307

The fourth matter on which the common shareholders voted was the approval, on an advisory (non-binding) basis, of named executive officer compensation. The results of the voting are as shown below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
63,301,324	4,751,964	385,740	18,482,307

Based on the foregoing votes, each of the nine nominees named above were elected, and each other matter was approved.

Item 7.01. Regulation FD.

On May 17, 2019, the Company issued a press release announcing the election of the Company's directors and officers.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits

The following exhibits are included with this Report:

99.1 [Press release announcing the election of the Company's directors and officers.](#)

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 17, 2019

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams
James F. Williams
Executive Vice President and Chief Financial Officer

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Tanger Elects Directors and Officers

GREENSBORO, N.C., May 17, 2019 Today, the shareholders of Tanger Factory Outlet Centers, Inc. (NYSE: SKT) elected the following directors to serve until the 2020 annual meeting of shareholders:

William G. Benton	Independent Director
Jeffrey B. Citrin	Independent Director
David B. Henry	Independent Director
Thomas E. Robinson	Independent Director
Thomas J. Reddin	Independent Director
Bridget M. Ryan-Berman	Independent Director
Allan L. Schuman	Independent Director
Susan E. Skerritt	Independent Director
Steven B. Tanger	Director

Following Thomas J. Reddin's completion of three years of service as Non-Executive Chair of the Board, the Board of Directors appointed David B. Henry to serve as Non-Executive Chair for the next three years. In addition, the Board of Directors elected the following officers to serve until the 2020 annual meeting of shareholders:

Steven B. Tanger	Chief Executive Officer
Thomas E. McDonough	President & Chief Operating Officer
James F. Williams	Executive Vice President, Chief Financial Officer
Chad D. Perry	Executive Vice President, General Counsel & Secretary
Lisa J. Morrison	Executive Vice President of Leasing
Virginia R. Summerell	Senior Vice President of Finance & Treasurer
Carrie A. Warren	Senior Vice President & Chief Marketing Officer
Charles A. Worsham	Senior Vice President of Construction & Development
Laura M. Atwell	Vice President of Marketing
Brian A. Auger	Vice President & Corporate Counsel
Leigh M. Boyer	Vice President & Corporate Counsel
Joshua D. Cox	Vice President of Tax
Kimberly A. Dane	Vice President of Operations
Rick L. Farrar	Vice President of Information Technology
Thomas J. Guerrieri Jr.	Vice President, Chief Accounting Officer & Controller
Cyndi M. Holt	Vice President of Investor Relations
Beth G. Lippincott	Vice President of Leasing
Quentin N. Pell	Vice President of Corporate Communications & Enterprise Risk Management
Mary E. Shifflette	Vice President of Leasing
Mary Anne Williams	Vice President of Human Resources

About Tanger Factory Outlet Centers

Tanger Factory Outlet Centers, Inc. (NYSE:SKT), is a publicly-traded REIT headquartered in Greensboro, North Carolina that presently operates and owns, or has an ownership interest in, a portfolio of 40 upscale outlet shopping centers. Tanger's operating properties are located in 20 states coast to coast and in Canada, totaling approximately 14.4 million square feet, leased to over 2,900 stores which are operated by more than 500 different brand name companies. The Company has more than 38 years of experience in the outlet industry. Tanger Outlet Centers continue to attract more than 181 million shoppers annually. For more information on Tanger Outlet Centers, call 1-800-4TANGER or visit the Company's website at www.tangeroutlets.com.

INVESTOR/ANALYST CONTACT:

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[\(Back To Top\)](#)