

# Section 1: 8-K (8-K ANNUAL MEETING VOTE 5.9.2019)

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 9, 2019**

**CBL & ASSOCIATES PROPERTIES, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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

**1-12494**  
(Commission File Number)

**62-1545718**  
(I.R.S. Employer Identification No.)

**2030 Hamilton Place Blvd, Suite 500, Chattanooga, TN 37421**  
(Address of principal executive office, including zip code)

**(423) 855-0001**  
(Registrant's 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 (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))

Securities registered under Section 12(b) of the Act:

| Title of each Class   | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Common Stock, \$0.01 par value  | CBL               | New York Stock Exchange                   |
| 7.375% Series D Cumulative Redeemable Preferred Stock, \$0.01 par value | CBLprD            | New York Stock Exchange                   |
| 6.625% Series E Cumulative Redeemable Preferred Stock, \$0.01 par value | CBLprE            | 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).

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 9, 2019, CBL & Associates Properties, Inc. (the "Company") held its annual meeting of shareholders. The matters that were submitted to a vote of shareholders and the related results are as follows:\*

1. The following directors were elected to one-year terms that expire in 2020:
  - Charles B. Lebovitz (104,677,610 votes for, 6,538,317 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - Stephen D. Lebovitz (105,074,277 votes for, 6,141,650 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - A. Larry Chapman (105,660,904 votes for, 5,555,023 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - Matthew S. Dominski (103,976,097 votes for, 7,239,830 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - John D. Griffith (105,215,211 votes for, 6,000,716 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - Richard J. Lieb (104,424,422 votes for, 6,791,505 votes withheld, 47,622,167 broker non-votes and no abstentions),
  - Kathleen M. Nelson (104,386,623 votes for, 6,829,304 votes withheld, 47,622,167 broker non-votes and no abstentions).
2. Deloitte & Touche, LLP was ratified as the Company's independent registered public accountants for its fiscal year ending December 31, 2019 (146,628,756 votes for, 11,206,660 votes against, 1,002,678 abstentions and no broker non-votes).
3. The advisory vote on the Company's executive compensation program for its named executive officers, as disclosed in the Company's proxy statement for the 2019 annual meeting, was approved (95,856,758 votes for, 9,407,336 votes against, 5,951,833 abstentions and 47,622,167 broker non-votes). The Company's Compensation Committee will consider the results of this advisory vote in making future decisions on named executive officer compensation.

\* Total votes cast for each nominee or matter, as well as broker non-votes, may vary due to the rounding of fractional shares included in the totals.

## 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.

### **CBL & ASSOCIATES PROPERTIES, INC.**

/s/ Farzana Khaleel

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Farzana Khaleel  
Executive Vice President – Chief  
Financial Officer and Treasurer

Date: May 15, 2019

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