CubeSmart Form 8-K June 02, 2016

# 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 2, 2016

# CUBESMART, L.P.

(Exact Name of Registrant as Specified in Charter)

Maryland
(CubeSmart)
Delaware
(CubeSmart, L.P.)
(State or Other Jurisdiction of Incorporation)

001-32324

000-54462

(Commission File Number)

20-1024732

34-1837021 (IRS Employer Identification Number)

5 Old Lancaster Road, Malvern, Pennsylvania 19355

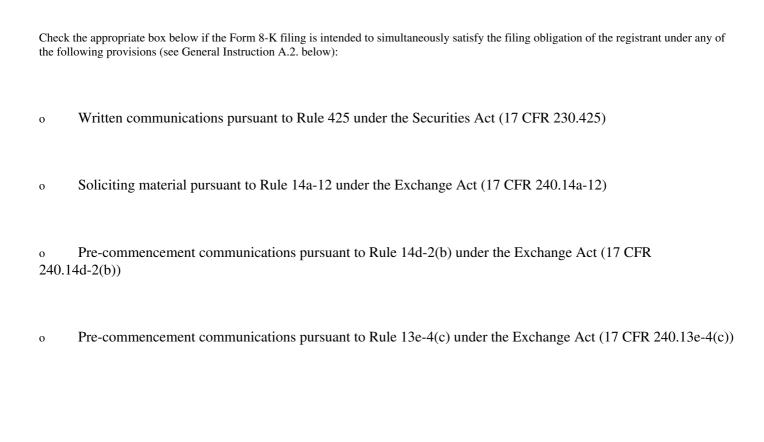
(Address of Principal Executive Offices)

(610) 535-5700

(Registrant s telephone number, including area code)

#### Not Applicable

(Former Name or Former Address, if Changed Since Last Report)



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

On June 1, 2016, at the 2016 Annual Meeting of Common Shareholders (the Annual Meeting ) of CubeSmart (the Company ), the shareholders approved an amendment and restatement of the Company s 2007 Amended and Restated Equity Incentive Plan (the Plan ).

A summary of the material terms of the Plan can be found in the section of the Company s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 14 entitled Proposal 2: Amendment and Restated of Our 2007 Equity Incentive Plan , which summary is incorporated herein by reference.

The foregoing summary is qualified in its entirety by reference to the Plan, which is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

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

The Annual Meeting of the Company was held on June 1, 2016, at which the Company s shareholders voted on: (1) the election of eight trustees, (2) a proposal to amend and restate the Company s 2007 Equity Incentive Plan to increase the number of shares available for grant thereunder, (3) the ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2016, and (4) an advisory vote regarding the compensation of the Company s named executive officers. The voting results on these proposals were as follows:

#### Proposal 1: Election of eight trustees.

|                             | Votes For   | Withheld  | <b>Broker Non-Votes</b> |
|-----------------------------|-------------|-----------|-------------------------|
| William M. Diefenderfer III | 154,567,499 | 1,334,513 | 6,116,697               |
| Piero Bussani               | 155,646,038 | 255,974   | 6,116,697               |
| John W. Fain                | 155,643,220 | 258,792   | 6,116,697               |
| Marianne M. Keler           | 155,647,460 | 254,552   | 6,116,697               |
| Christopher P. Marr         | 155,649,006 | 253,006   | 6,116,697               |
| John F. Remondi             | 155,619,245 | 282,767   | 6,116,697               |
| Jeffrey F. Rogatz           | 155,645,503 | 256,509   | 6,116,697               |
| Deborah R.Salzberg          | 155,643,220 | 258,792   | 6,116,697               |

Proposal 2: Proposal to amend and restate our Amended and Restated 2007 Equity Incentive Plan to increase the number of shares available for grant thereunder.

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 148,705,966 | 6,950,963     | 245,083     |

Proposal 3: Ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the year ending December 31, 2016.

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 161,702,086 | 306,561       | 10,062      |

Proposal 4: Advisory vote on the compensation of the Company s named executive officers.

| Votes For   | Votes Against | Abstentions | <b>Broker Non-Votes</b> |
|-------------|---------------|-------------|-------------------------|
| 150,921,658 | 4,439,600     | 540,754     | 6,116,697               |

#### Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

#### Exhibit No.

99.1

CubeSmart Amended and Restated 2007 Equity Incentive Plan (Incorporated herein by reference to Appendix A to the Company  $\,$ s Definitive Proxy Statement on Schedule 14A filed on April 14, 2016).

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#### **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.

**CUBESMART** 

Date: June 2, 2016

By: /s/ Jeffrey P. Foster

Name: Jeffrey P. Foster

Title: Senior Vice President, Chief Legal Officer &

Secretary

CUBESMART, L.P.

By: CUBESMART, its general partner

Date: June 2, 2016

By: /s/ Jeffrey P. Foster

Name: Jeffrey P. Foster

Title: Senior Vice President, Chief Legal Officer &

Secretary

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## EXHIBIT INDEX

| Exhibit Number | Exhibit Title   |
|----------------|---|
| 99.1           | CubeSmart Amended and Restated 2007 Equity Incentive Plan (Incorporated herein by reference to Appendix A to the Company s Definitive Proxy Statement on Schedule 14A filed on April 14, 2016). |
|                | 5   |