

BLACKSTONE MORTGAGE TRUST, INC.  
Form 8-K  
June 17, 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 16, 2016**

**Blackstone Mortgage Trust, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**1-14788**  
**(Commission**  
  
**File Number)**  
**345 Park Avenue, 42nd Floor**

**94-6181186**  
**(I.R.S. Employer**  
  
**Identification No.)**

**New York, New York 10154**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (212) 655-0220**

**Not Applicable**

**(Former Name or 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))

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

On June 16, 2016, Blackstone Mortgage Trust, Inc. (the Company) held its 2016 annual meeting of stockholders (the Annual Meeting) at which the Company's stockholders approved the Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan (the 2016 Stock Incentive Plan) and the Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan (the 2016 Manager Plan). The 2016 Stock Incentive Plan and the 2016 Manager Plan became effective as of the date of such stockholder approval.

The material features of the 2016 Stock Incentive Plan are described in the Company's definitive proxy statement for the Annual Meeting filed on April 21, 2016 (the Proxy Statement) in the section entitled Proposal 3 Approval of Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan, which is incorporated herein by reference as Exhibit 99.1. Such description is qualified in its entirety by reference to the 2016 Stock Incentive Plan, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

The material features of the 2016 Manager Plan are described in the Company's Proxy Statement in the section entitled Proposal 4 Approval of Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan, which is incorporated herein by reference as Exhibit 99.2. Such description is qualified in its entirety by reference to the 2016 Manager Plan, which is filed as Exhibit 10.2 hereto and is incorporated herein by reference.

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

On June 16, 2016, the Company held its Annual Meeting. A quorum was present at the meeting, as required by the Company's Fourth Amended and Restated Bylaws. The immediately following charts set forth the number of votes cast for and against, and the number of abstention votes and broker non-votes, with respect to each matter voted upon by the stockholders.

**Proposal 1 Election of Directors**

The following eight individuals were elected to the Company's Board of Directors to serve as directors until the next annual meeting of stockholders and until their successors have been duly elected and qualified.

|                     | Votes<br>For | Votes<br>Withheld | Broker<br>Non-Votes |
|---------------------|--------------|-------------------|---------------------|
| Michael B. Nash     | 60,358,531   | 2,510,523         | 22,218,066          |
| Stephen D. Plavin   | 60,391,685   | 2,477,369         | 22,218,066          |
| Leonard W. Cotton   | 61,701,047   | 1,168,007         | 22,218,066          |
| Thomas E. Dobrowski | 61,174,125   | 1,694,929         | 22,218,066          |
| Martin L. Edelman   | 54,779,712   | 8,089,342         | 22,218,066          |
| Henry N. Nassau     | 54,789,970   | 8,079,084         | 22,218,066          |
| Jonathan L. Pollack | 55,122,542   | 7,746,512         | 22,218,066          |
| Lynne B. Sagalyn    | 61,208,615   | 1,660,439         | 22,218,066          |

**Proposal 2 Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016**

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016, was ratified.

| Votes             | Votes              | Votes                |
|-------------------|--------------------|----------------------|
| For<br>84,726,778 | Against<br>141,621 | Abstained<br>218,721 |

**Proposal 3 Approval of the Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan**

The Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan was approved.

| Votes      | Votes     | Votes     | Broker     |
|------------|-----------|-----------|------------|
| For        | Against   | Abstained | Non-Votes  |
| 60,795,717 | 1,764,599 | 308,738   | 22,218,066 |

**Proposal 4 Approval the Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan**

The Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan was approved.

| Votes      | Votes     | Votes     | Broker     |
|------------|-----------|-----------|------------|
| For        | Against   | Abstained | Non-Votes  |
| 60,704,081 | 1,840,955 | 324,018   | 22,218,066 |

**Proposal 5 Advisory Vote on Executive Compensation: To Approve in a Non-binding, Advisory Vote, the Compensation Paid to Our Named Executive Officers**

The stockholders approved, on an advisory, non-binding basis, the compensation paid to our named executive officers.

| Votes      | Votes      | Votes     | Broker     |
|------------|------------|-----------|------------|
| For        | Against    | Abstained | Non-Votes  |
| 40,444,369 | 21,956,913 | 467,772   | 22,218,066 |

**Item 9.01. Financial Statements and Exhibits.**  
**(d) Exhibits**

Exhibit

| No.  | Description   |
|------|---|
| 10.1 | Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan   |
| 10.2 | Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan |

- 99.1 The section entitled Proposal 3 Approval of Blackstone Mortgage Trust, Inc. 2016 Stock Incentive Plan , of the Company s definitive Proxy Statement on Schedule 14A filed by the Company on April 21, 2016 is incorporated herein by reference
- 99.2 The section entitled Proposal 4 Approval of Blackstone Mortgage Trust, Inc. 2016 Manager Incentive Plan , of the Company s definitive Proxy Statement on Schedule 14A filed by the Company on April 21, 2016 is incorporated herein by reference

**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.

BLACKSTONE MORTGAGE TRUST, INC.

Date: June 17, 2016

By: /s/ Leon Volchyok

Name: Leon Volchyok

Title: Head of Legal and Compliance and Secretary