

COLUMBIA PROPERTY TRUST, INC.  
Form DEF 14A  
March 20, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14a-101)  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:  
 o Preliminary Proxy Statement  
 o Confidential, for Use of the Commission Only (as permitted by Rule 14a - 6(e)(2))  
 x Definitive Proxy Statement  
 o Definitive Additional Materials  
 o Soliciting Material Pursuant to § 240.14a - 12  
COLUMBIA PROPERTY TRUST, INC.  
(Name of Registrant as Specified in its Charter)

Payment of Filing Fee:

x No fee required.  
 o Fee computed on table below per Exchange Act Rules 14-a-6(i)(1) and 0-11  
(1) Title of each class of securities to which transaction applies:

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(2) form, Schedule, or Registration No.:

\_\_\_\_\_  
(3) Filing Party:

(4) Date Filed:

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One Glenlake Parkway, Suite 1200  
Atlanta, Georgia 30328

March 20, 2015

Dear Stockholder:

We cordially invite you to attend the 2015 Annual Meeting of Stockholders of Columbia Property Trust, Inc., to be held on Monday, May 4, 2015, at 1:30 p.m. Eastern Time, at The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328. The items of business are listed in the following Notice of Annual Meeting of Stockholders and are more fully addressed in the proxy statement.

We had another significant year in 2014, as we continued to execute our strategy to improve the overall quality of Columbia's portfolio through investment in value creation opportunities in key markets. Specifically, we advanced this objective through two acquisitions in San Francisco for a total of \$539.0 million, and the disposition of four smaller properties in outlying markets for \$135.5 million and one single-tenant asset in Atlanta for \$290.0 million.

Please review the proxy statement thoroughly and submit your vote as soon as possible in advance of the annual meeting on May 4, 2015. Your vote is very important. Please respond immediately to help us avoid potential delays and additional expenses to solicit votes.

We are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to certain of our stockholders over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while also lowering our costs and reducing the environmental impact of our annual meeting.

On behalf of your Board of Directors, thank you for your support of Columbia Property Trust, Inc.

Sincerely,

John L. Dixon

Chairman of the Board

Whether or not you plan to attend the meeting and vote in person, we urge you to have your vote recorded as early as possible. Stockholders have the following three options for submitting their votes by proxy:

- (1) over the Internet at the web address noted in the Notice of Internet Availability of Proxy Materials or proxy card (if you received a proxy card),
- (2) by telephone through the number noted in the proxy card (if you received a proxy card), or
- (3) by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope enclosed therewith.

Your vote is very important! Your immediate response will help avoid potential delays and may save us significant additional expenses associated with soliciting stockholder votes.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 4, 2015

Columbia Property Trust, Inc.  
One Glenlake Parkway, Suite 1200  
Atlanta, Georgia 30328

Time: 1:30 p.m. Eastern Time

Date: May 4, 2015

Place: The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328

Record Date: Stockholders of record at the close of business on February 24, 2015, are entitled to notice of and to vote at the annual meeting or any adjournments or postponements thereof.

- Purpose:
- (1) Elect eight directors nominated by the Board of Directors for one year terms;
  - (2) Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2015;
  - (3) Approve, on an advisory basis, executive officer compensation, sometimes referred to as a "say on pay"; and
  - (4) Consider and act upon such other business as may properly come before the annual meeting or any adjournments or postponements thereof.

Your attention is directed to the proxy statement provided with this Notice.

By Order of the Board of Directors  
E. Nelson Mills  
President, Chief Executive Officer  
and Director

Atlanta, Georgia  
March 20, 2015

Whether or not you plan to attend the meeting and vote in person, we urge you to have your vote recorded as early as possible. Stockholders have the following three options for submitting their votes by proxy:

- (1) over the Internet at the web address noted in the Notice of Internet Availability of Proxy Materials or proxy card (if you received a proxy card),
- (2) by telephone through the number noted in the proxy card (if you received a proxy card), or
- (3) by signing and dating your proxy card (if you received a proxy card) and mailing it in the prepaid and addressed envelope enclosed therewith.

Your vote is very important! Your immediate response will help avoid potential delays and may save us significant additional expenses associated with soliciting stockholder votes.

Important Notice regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on May 4, 2015: The proxy statement and 2014 Annual Report are available at:

<http://www.columbiapropertytrust.com/proxy>



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## PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

## Annual Meeting Information

☛ May 4, 2015, at 1:30 p.m. Eastern Time

☛ The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328.

☛ The record date is February 24, 2015

## Items of Business

Proposal	Board Vote Recommendation	Page Reference
1. Elect eight directors nominated by the Board of Directors for one year terms	FOR ALL	<u>48</u>
2. Ratify the appointment of our independent registered public accounting firm	FOR	<u>49</u>
3. Approve, on an advisory basis, executive officer compensation	FOR	<u>50</u>

## Election of Directors

The Board of Directors, or the Board, of Columbia Property Trust, Inc. ("we," "us," "our," or the "Company") is asking you to elect the eight nominees for director named below for terms that expire at the 2016 annual meeting of stockholders. The directors will be elected by a plurality vote; however, our Corporate Governance Guidelines require that each director will offer to resign if the director receives a greater number of votes "withheld" than votes "for" such election in an uncontested election of directors.

The following table provides summary information about the eight director nominees. For further information about the nominees, see "Management of our Company - Board of Directors."

Name	Age	Occupation	Year First Became a Director	Independent	Board Committees
Charles R. Brown	76	Chairman, CRB Realty Associates	2003	Yes	Audit Operations
Richard W. Carpenter	78	Chairman of the Board, MidCountry Financial Corp.	2003	Yes	Executive Nominating/Governance Operations
John L. Dixon*	72	Former President and Director, Pacific Select Group, LLC	2008	Yes	Compensation Executive Nominating/Governance Operations
Murray J. McCabe	47	Managing Partner, Blum Capital Partners, L.P.	2013	Yes	Compensation Operations
E. Nelson Mills	54	President and Chief Executive Officer, Columbia Property Trust, Inc.	2007	No	Executive
Michael S. Robb	67	Former Executive Vice President of the Real Estate Division of	2015	Yes	**

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Pacific Life Insurance Company

George W. Sands	69	Former Partner, KPMG LLP	2010	Yes	Audit Compensation
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Thomas G. Wattles	63	Executive Chairman, DCT Industrial Trust, Inc.	2013	Yes	Audit Operations
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\* Independent Chairman of the Board

\*\*Joined the Board during the first quarter of 2015 and will be assigned to committees after the annual meeting

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**Ratification of the Appointment of the Independent Registered Public Accounting Firm**

The Board of Directors is asking you to ratify the selection of Deloitte & Touche LLP, or Deloitte, as our independent registered public accounting firm for the year ending December 31, 2015.

**Advisory Approval of Executive Compensation**

The Board of Directors is asking you to approve, on an advisory basis, the compensation of the Named Executive Officers, or NEOs, as disclosed in this proxy statement. We believe that our compensation policies and practices reflect the following objectives of our compensation program:

- to attract, retain, and motivate talented executives;
- to provide incentives for the attainment of short-term operating objectives and strategic long-term performance goals;
- and
- to emphasize and award achievement of long-term objectives that are consistent with our strategic focus on growth, operations, brand development, and stockholder returns.

## GENERAL INFORMATION ABOUT THE ANNUAL MEETING

The 2015 Annual Meeting of Stockholders will be held on Monday, May 4, 2015, at The Westin Atlanta Perimeter North, 7 Concourse Parkway, NE, Atlanta, Georgia 30328, beginning at 1:30 p.m. Eastern Time. The proxy is solicited by our Board of Directors. We anticipate that a Notice of Internet Availability of Proxy Materials or a printed set of proxy materials will first be mailed to our stockholders on or about March 20, 2015.

This proxy statement contains information about the items to be voted on at our annual stockholders meeting. To make this information easier to understand, we have presented general information about the annual meeting in a question-and-answer format below.

**Why is this proxy statement being made available?**

Our Board of Directors has made this proxy statement available to you because you own shares of our common stock and our Board of Directors is soliciting your proxy to vote your shares at the 2015 annual stockholders meeting. This proxy statement describes issues on which we would like you, as a stockholder, to vote. It also gives you information on these issues in accordance with the rules of the Securities and Exchange Commission ("SEC") and is designed to assist you in voting.

**What is a proxy?**

A proxy is a person who votes the shares of stock of another person who cannot attend a meeting in person. The term "proxy" also refers to the proxy card. When you vote by Internet, telephone, or returning a proxy card, you are giving your permission to vote your shares of common stock at the annual meeting. The people who will vote your shares of common stock at the annual meeting are E. Nelson Mills, James A. Fleming, or Wendy W. Gill, each of whom are our officers. They will vote your shares of common stock as you instruct.

**Why did I receive a Notice of Internet Availability of Proxy Materials in the mail instead of a printed set of proxy materials?**

Pursuant to rules adopted by the SEC, we are permitted to furnish our proxy materials over the Internet to our stockholders by delivering a Notice of Internet Availability of Proxy Materials in the mail. The Notice of Internet Availability of Proxy Materials instructs you on how to access and review the proxy statement and 2014 Annual Report to Stockholders over the Internet. The Notice of Internet Availability of Proxy Materials also instructs you on how you may submit your proxy over the Internet. We believe that this e-proxy process expedites stockholders' receipt of proxy materials, while also lowering our costs and reducing the environmental impact of our annual meeting. We have used this e-proxy process to furnish proxy materials to certain of our stockholders over the Internet.

If you received a Notice of Internet Availability of Proxy Materials in the mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials provided in the Notice of Internet Availability of Proxy Materials.

**Who is entitled to vote?**

Anyone who owned our common stock at the close of business on February 24, 2015, the record date, is entitled to vote at the annual meeting. Every stockholder is entitled to one vote for each share of common stock held.

**How many shares of common stock were outstanding as of the record date?**

As of February 24, 2015, there were 125,076,869 shares of our common stock issued and outstanding.

**What am I voting on?**

You are being asked to vote on the following: