

DUKE REALTY CORP  
Form 8-K  
April 25, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): April 24, 2019

DUKE REALTY CORPORATION  
DUKE REALTY LIMITED PARTNERSHIP  
(Exact name of registrant specified in its charter)

Duke Realty Corporation:

Indiana 1-9044 35-1740409  
(State of (Commission (IRS Employer  
Formation) File Number) Identification No.)

Duke Realty Limited Partnership:

Indiana 0-20625 35-1898425  
(State of (Commission (IRS Employer  
Formation) File Number) Identification No.)

600 East 96th Street  
Suite 100  
Indianapolis, IN 46240  
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (317) 808-6000

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))

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.

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Item 2.02. Results of Operations and Financial Condition.

On April 24, 2019, Duke Realty Corporation, an Indiana corporation (the “Company”), the sole general partner of Duke Realty Limited Partnership, an Indiana limited partnership (the “Operating Partnership”), issued a press release (the “Press Release”) announcing its results of operations and financial condition for the quarter ended March 31, 2019. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated into this Item 2.02 by this reference.

The information contained in this Item 2.02, including the related information set forth in the Press Release attached hereto and incorporated by reference herein, is being “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise. The information in this Item 2.02 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or into any filing or other document pursuant to the Exchange Act, except as otherwise expressly stated in any such filing.

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

At the Company’s Annual Meeting of Shareholders held on April 24, 2019 (the “Annual Meeting”), the shareholders of the Company voted on three proposals. Each proposal was approved pursuant to the following final voting results from the Annual Meeting:

1.To elect twelve directors to serve on the Company’s Board of Directors for a one-year term ending at the 2020 Annual Meeting of Shareholders:

|                       | FOR         | AGAINST    | ABSTAIN   | BROKER NON-VOTES |
|-----------------------|-------------|------------|-----------|------------------|
| John P. Case          | 308,216,516 | 185,426    | 406,421   | 14,808,111       |
| James B. Connor       | 297,373,579 | 998,574    | 1,436,210 | 14,808,111       |
| Ngaire E. Cuneo       | 290,690,397 | 17,744,483 | 373,483   | 14,808,111       |
| Charles R. Eitel      | 295,473,449 | 12,961,043 | 373,871   | 14,808,111       |
| Norman K. Jenkins     | 308,177,801 | 219,737    | 410,825   | 14,808,111       |
| Melanie R. Sabelhaus  | 306,588,347 | 1,813,825  | 406,191   | 14,808,111       |
| Peter M. Scott, III   | 307,419,915 | 1,014,487  | 373,961   | 14,808,111       |
| David P. Stockert     | 301,091,551 | 7,347,642  | 369,170   | 14,808,111       |
| Chris Sultemeier      | 308,258,242 | 181,036    | 369,085   | 14,808,111       |
| Michael E. Szymanczyk | 308,225,324 | 209,305    | 373,734   | 14,808,111       |
| Warren M. Thompson    | 308,088,054 | 349,020    | 371,289   | 14,808,111       |
| Lynn C. Thurber       | 305,038,749 | 3,439,149  | 330,465   | 14,808,111       |

2.To vote on an advisory basis to approve the compensation of the Company’s named executive officers as set forth in the 2019 proxy statement:

BROKER

FOR AGAINST ABSTAINNON-VOTES

282,991,708 25,304,805 511,850 14,808,111

3.To ratify the reappointment of KPMG LLP as the Company's independent registered public accountants for the fiscal year 2019:

BROKER

FOR AGAINST ABSTAINNON-VOTES

310,123,315 13,037,709 455,450 —

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit<br>Number | Description                                                                                                                                     |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>99.1</u>       | <u>Duke Realty Corporation press release dated April 24, 2019, with respect to its financial results for the quarter ended March 31, 2019.*</u> |

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\* The Press Release attached hereto as Exhibit 99.1 is “furnished” and not “filed,” as described in Item 2.02 of this Current Report on Form 8-K.

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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 thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ ANN C. DEE

Ann C. Dee

Executive Vice President, General Counsel and Corporate Secretary

**DUKE REALTY LIMITED PARTNERSHIP**

By: Duke Realty Corporation, its general partner

By: /s/ ANN C. DEE

Ann C. Dee

Executive Vice President, General Counsel and Corporate Secretary

Dated: April 25, 2019