

INVESTORS REAL ESTATE TRUST

Form 8-K

September 19, 2014

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):

September 19, 2014 (September 16, 2014)

INVESTORS REAL ESTATE TRUST

(Exact name of registrant as specified in its charter)

North Dakota 0-14851 45-0311232

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

1400 31st Avenue SW, Suite 60

PO Box 1988

Minot, ND 58702

(Address of principal executive offices, including zip code)

(701) 837-4738

(Registrant's telephone number, including area code)

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

On September 16, 2014, the Company held its 2014 Annual Meeting of Shareholders (the "Annual Meeting"). As of July 18, 2014, the record date for shareholders entitled to vote at the Annual Meeting, there were 114,608,557 common shares of beneficial interest ("Shares") outstanding and entitled to vote at the Annual Meeting. Of the Shares entitled to vote, 86,163,297, or approximately 75.18% of the Shares, were present or represented by proxy at the Annual Meeting, constituting a quorum under the Company's Articles of Amendment and Third Restated Declaration of Trust. There were three matters presented and voted on at the Annual meeting. Set forth below is a brief description of each matter voted on at the Annual Meeting and the final voting results with respect to each such matter.

Proposal 1 –Election of eight nominees to serve on the Board of Trustees for a one-year term and until their respective successors are duly elected.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------|------------|-----------|---------|------------------|
| | | | | 31,574,616 |
| Linda Hall | 50,821,733 | 3,307,606 | 459,342 | |
| Terrance Maxwell | 48,197,654 | 5,939,832 | 451,195 | |
| Timothy Mihalick | 50,113,649 | 4,118,878 | 356,154 | |
| Jeffrey Miller | 51,812,420 | 2,502,601 | 273,660 | |
| Stephen Stenehjem | 48,231,698 | 5,961,347 | 395,636 | |
| John Stewart | 51,700,665 | 2,511,237 | 376,779 | |
| Thomas Wentz, Jr. | 50,494,168 | 3,732,490 | 362,023 | |
| Jeffrey Woodbury | 51,778,250 | 2,378,183 | 432,248 | |

The shareholders elected all eight of the Company's nominees for trustee.

Proposal 2 –Non-binding advisory resolution on executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
| | | | 31,574,616 |

Votes Cast 52,042,926 2,056,479 489,276

Proposal 3 –Ratification of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2015.

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
| | | | 0 |

Votes Cast 84,270,988 430,405 1,461,904

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.

INVESTORS REAL ESTATE TRUST

By: /s/ Timothy P. Mihalick
 Timothy P. Mihalick
 President & Chief Executive Officer

Date: September 19, 2014