

Digital Realty Trust, Inc.
Form 8-K
May 11, 2017

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): May 8, 2017

DIGITAL REALTY TRUST, INC.
(Exact name of registrant as specified in its charter)

Maryland 001-32336 26-0081711
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

Four Embarcadero Center, Suite 3200 94111
San Francisco, California
(Address of principal executive offices) (Zip Code)
(415) 738-6500
(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 (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.

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

On May 8, 2017, our Board of Directors elected Mary Hogan Preusse as an independent director to our Board of Directors to serve until our 2018 Annual Meeting of Stockholders and until her successor is duly elected and qualifies. Ms. Hogan Preusse will serve on the Audit Committee of the Board of Directors.

There are no arrangements or understandings between Ms. Hogan Preusse and any other person pursuant to which Ms. Hogan Preusse was selected as our director. There are no transactions in which Ms. Hogan Preusse has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Pursuant to our 2014 Incentive Award Plan, as amended, as of the date of election to our Board of Directors, Ms. Hogan Preusse received a \$145,000 non-employee director equity award, payable in fully vested profits interest units of our subsidiary operating partnership, Digital Realty Trust, L.P. Ms. Hogan Preusse is eligible to receive an annual equity award with a value of \$145,000, payable in fully vested profits interest units or shares of our common stock, at her election, at each Annual Meeting of Stockholders following her election if she continues to serve as an independent director immediately following such meeting. Ms. Hogan Preusse will receive an annual fee of \$75,000 for serving on our Board of Directors, and will also receive an annual fee of \$15,000 for serving on our Audit Committee. We expect to enter into our standard form of indemnification agreement for officers and directors and our standard form of director confidentiality agreement with Ms. Hogan Preusse.

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

On May 8, 2017, Digital Realty Trust, Inc. held its Annual Meeting of Stockholders, at which the stockholders voted on proposals as follows:

Proposal 1. Election of directors, each to serve until the 2018 Annual Meeting of Stockholders and until a successor for each has been duly elected and qualifies.

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|-------------|---------------|-------------|------------------|
| Dennis E. Singleton | 102,880,093 | 32,821,841 | 170,808 | 10,408,887 |
| Laurence A. Chapman | 100,477,716 | 35,220,139 | 174,887 | 10,408,887 |
| Kathleen Earley | 131,470,008 | 4,304,826 | 97,908 | 10,408,887 |
| Kevin J. Kennedy | 103,383,299 | 32,319,815 | 169,628 | 10,408,887 |
| William G. LaPerch | 102,356,914 | 33,346,214 | 169,614 | 10,408,887 |
| Afshin Mohebbi | 135,409,775 | 354,058 | 108,909 | 10,408,887 |
| Mark R. Patterson | 135,410,933 | 355,039 | 106,770 | 10,408,887 |
| A. William Stein | 135,014,387 | 749,946 | 108,409 | 10,408,887 |
| Robert H. Zerbst | 134,642,283 | 1,122,869 | 107,590 | 10,408,887 |

Proposal 2. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2017.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 144,941,930 | 1,211,825 | 127,874 | N/A |

Proposal 3. Resolution to approve, on a non-binding, advisory basis, the compensation of our named executive officers (a “say-on-pay vote”).

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 126,426,680 | 8,962,214 | 483,848 | 10,408,887 |

Proposal 4. Recommendation, on a non-binding, advisory basis, regarding the frequency of future say-on-pay votes (every one, two or three years).

| 1 year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|-------------|---------|------------|-------------|------------------|
| 122,488,994 | 260,060 | 12,980,093 | 143,595 | 10,408,887 |

Item 8.01. Other Events.

On May 8, 2017, following our Annual Meeting of Stockholders, our Board of Directors selected Laurence A. Chapman, our director since 2004, to succeed Dennis E. Singleton as the Chairman of the Board of Directors. Mr. Singleton will continue to serve as a member of our Board of Directors.

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.

Digital Realty Trust, Inc.

By: /s/ JOSHUA A. MILLS

Joshua A. Mills

Senior Vice President, General Counsel
and Secretary

Date: May 11, 2017