

FRANKLIN STREET PROPERTIES CORP /MA/  
Form 8-K  
May 17, 2013

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 16, 2013**

**Franklin Street Properties Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**                      **001-32470**    **04-3578653**  
(State or other jurisdiction    (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**401 Edgewater Place, Suite 200, Wakefield, Massachusetts**    **01880-6210**  
(Address of principal executive offices)                                      (Zip Code)

Registrant's telephone number, including area code: **(781) 557-1300**

(Former name or former 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 (see General Instruction A.2. below):

- “ 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))

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

On May 16, 2013, Franklin Street Properties Corp. (“our” or the “Registrant”) held its 2013 Annual Meeting of Stockholders (the “2013 Annual Meeting”). The 2013 Annual Meeting was called for the following purposes: (1) to elect three Class I directors to serve until the 2016 annual meeting, (2) to ratify the Audit Committee’s appointment of Ernst & Young LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2013, and (3) to approve, by non-binding vote, executive compensation.

(1) The following table sets forth the names of the directors elected at the 2013 Annual Meeting for new three-year terms and the final number of votes cast for and withheld from each director.

| <b>Name</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| Brian N. Hansen        | 60,112,627 | 1,916,050       | 10,714,881              |
| Dennis J. McGillicuddy | 54,624,266 | 7,404,411       | 10,714,881              |
| Janet P. Notopoulos    | 48,273,152 | 13,755,525      | 10,714,881              |

(2) The proposal to ratify the Audit Committee’s appointment of Ernst & Young LLP as our Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2013 was approved. The final number of votes cast for or against or abstaining from voting on that proposal are listed below.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 71,581,600 | 159,508        | 1,002,450      |

(3) The proposal to approve, by non-binding vote, executive compensation was approved. The final number of votes cast for or against or abstaining from voting on that proposal are listed below.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 58,980,395 | 2,681,840      | 366,442        | 10,714,881              |

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.

FRANKLIN STREET PROPERTIES CORP.

Date: May 17, 2013

By: /s/ George J. Carter  
George J. Carter

President and Chief Executive Officer