

HFF, Inc.  
Form 8-K  
May 29, 2013

# 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): May 23, 2013

### HFF, Inc.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of

001-33280  
(Commission

51-0610340  
(I.R.S. Employer

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Incorporation or Organization)

File Number)

Identification No.)

**One Oxford Centre**

**301 Grant Street, Suite 600**

**Pittsburgh, Pennsylvania 15219**

(Address of Principal Executive Offices, including Zip Code)

**(412) 281-8714**

(Registrant's Telephone Number, including Area Code)

(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:

- .. 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**

The Company's 2013 Annual Meeting of Stockholders was held on May 23, 2013 in Pittsburgh, Pennsylvania, at which the following proposals were submitted to a vote of the Company's stockholders:

The election of three Class I directors to the Company's Board of Directors.

A non-binding advisory vote on the compensation of the Company's named executive officers.

The ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

For more information about the foregoing proposals, see the Company's proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the "SEC") on April 30, 2013, and Amendment No. 1 thereto filed with the SEC on May 2, 2013, the relevant portions of which are incorporated herein by reference. Holders of the Company's Class A common stock were entitled to one vote per share on all matters voted on by stockholders at the Annual Meeting. The voting results with respect to each matter voted upon are set forth below:

***Board of Director Election Results***

The stockholders elected each of the three nominees for Class I directors to a three-year term by a majority of the votes cast.

| <b>Class I Director Nominee:</b> | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|----------------------------------|------------------|----------------------|--------------------|-------------------------|
| Deborah H. McAneny               | 30,272,783       | 0                    | 123,640            | 4,142,507               |
| John H. Pelusi, Jr.              | 30,273,544       | 0                    | 122,879            | 4,142,507               |
| Steven E. Wheeler                | 29,974,339       | 0                    | 422,084            | 4,142,507               |

***Non-Binding Advisory Vote on the Compensation of the Company's Named Executive Officers***

The stockholders approved the compensation of the Company's named executive officers. The results of the vote included 29,915,223 votes for, 465,074 votes against, 17,176 votes abstained and 4,141,507 broker non-votes.

***Ratification of Ernst & Young LLP as Our Independent Registered Public Accounting Firm***

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. The results of the voting included 34,448,560 votes for, 87,882 votes against, 2,488 votes abstained and 0 broker non-votes.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HFF, INC.

Dated: May 29, 2013

By: /s/ Gregory R. Conley  
Gregory R. Conley  
Chief Financial Officer