

COHEN & STEERS INC  
Form 8-K  
May 03, 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): May 1, 2019**

**Cohen & Steers, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-32236**  
**(Commission**  
**File Number)**

**14-1904657**  
**(IRS Employer**  
**Identification No.)**

**280 Park Avenue, New York, New York**  
**(Address of Principal Executive Offices)**

**10017**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 832-3232**

**(Former Name or Former Address, if Changed Since Last Report)**

Securities registered pursuant to Section 12(b) of the Act:

	<b>Trading</b>	
<b>Title of each class</b>	<b>Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$.01 par value	CNS	New York Stock Exchange

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

On May 1, 2019, Cohen & Steers, Inc. (the Company) held its 2019 Annual Meeting of Shareholders (the Annual Meeting).

At the Annual Meeting, each shareholder of record of common stock of the Company as of March 6, 2019 was entitled to vote at the Annual Meeting. Each shareholder was entitled to one vote per share of common stock. A total of 46,525,354 shares of common stock (98.52% of all such shares entitled to vote at the Annual Meeting) were represented in person or by proxy.

At the Annual Meeting, the shareholders of the Company (i) elected the seven director nominees to the board of directors of the Company to serve until the 2020 Annual Meeting of Shareholders and until their successors are duly elected and qualified, (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019, and (iii) approved, in a non-binding advisory vote, the compensation of the Company's named executive officers. Set forth below are the final voting results with respect to each matter submitted to a vote of the shareholders.

**(i) Election of director nominees:**

Nominees	Aggregate Votes			Broker Non-Votes
	For	Against	Abstain	
Martin Cohen	40,763,842	166,832	4,499	5,590,181
Robert H. Steers	40,809,981	120,693	4,499	5,590,181
Peter L. Rhein	39,467,512	1,463,163	4,498	5,590,181
Richard P. Simon	38,488,306	2,442,369	4,498	5,590,181
Edmond D. Villani	39,374,278	1,556,397	4,498	5,590,181
Frank T. Connor	39,582,085	1,348,590	4,498	5,590,181
Reena Aggarwal	40,594,463	337,024	3,686	5,590,181

**(ii) Ratification of appointment of Deloitte & Touche LLP:**

Aggregate Votes				Broker Non-Votes
For	Against	Abstain		
46,247,877	274,052	3,425		N/A

(iii) Approval, in a non-binding advisory vote, of the compensation of the Company's named executive officers:

	Aggregate Votes			
For	Against	Abstain	Broker Non-Votes	
37,281,362	3,612,812	40,999	5,590,181	

**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.

**Cohen & Steers, Inc.**  
(Registrant)

Date: May 3, 2019

By: /s/ Brian Heller  
Name: Brian Heller  
Title: Senior Vice President, Corporate  
Counsel and Assistant Secretary