

KITE REALTY GROUP TRUST

Form 8-K

May 16, 2016

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 11, 2016

KITE REALTY GROUP TRUST

(Exact name of registrant as specified in its charter)

Maryland 1-32268 11-3715772
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification Number)

30 S. Meridian Street
Suite 1100
Indianapolis, IN 46204
(Address of principal executive offices) (Zip Code)

(317) 577-5600
(Registrant's telephone number, including area code)

Not applicable
(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

The 2016 annual meeting of shareholders of Kite Realty Group Trust ("Kite Realty" or the "Company") took place on May 11, 2016. At the meeting, shareholders elected nine trustees to serve one-year terms expiring at the 2017 annual meeting of shareholders. Each of the nominees as listed in the Company's proxy statement was elected. The shares voted for, against, and abstaining as to each nominee were as follows:

| Nominee | For | Against | Abstain |
|-----------------------|------------|-----------|---------|
| John A. Kite | 70,370,657 | 1,336,366 | 34,611 |
| William E. Bindley | 71,172,784 | 521,179 | 47,671 |
| Victor J. Coleman | 71,409,455 | 284,028 | 48,151 |
| Lee A. Daniels | 71,378,083 | 302,006 | 61,545 |
| Gerald W. Grupe | 71,381,131 | 294,922 | 65,581 |
| Christie B. Kelly | 71,413,685 | 283,283 | 44,666 |
| David R. O'Reilly | 71,398,752 | 287,521 | 55,361 |
| Barton R. Peterson | 71,376,669 | 315,741 | 49,224 |
| Charles H. Wurtz bach | 71,317,683 | 354,519 | 69,432 |

*There were a total of 5,900,238 Broker Non-Votes for each trustee nominee.

At the annual meeting, the shareholders voted on a non-binding resolution to approve the compensation of the Company's executive officers. The shares voted for, against, and abstaining on this proposal were as follows:

| | For | Against | Abstain |
|---|------------|-----------|---------|
| Advisory vote on executive compensation | 68,876,821 | 2,420,850 | 443,963 |

*There were a total of 5,900,238 Broker Non-Votes related to the advisory vote on executive compensation.

At the annual meeting, the shareholders voted to ratify the appointment of Ernst & Young, LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. The shares voted for, against, and abstaining on this proposal were as follows:

| | For | Against | Abstain |
|---|------------|---------|---------|
| Ratification of Ernst & Young, LLP as the Company's independent registered public accounting firm | 77,015,493 | 471,958 | 154,421 |

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.

KITE REALTY GROUP
TRUST

Date: May 16, 2016 By: /s/ Daniel R. Sink
Daniel R. Sink
Executive Vice
President and
Chief Financial Officer