

HFF, Inc.
Form 8-K
June 01, 2010

**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 27, 2010

HFF, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation or Organization)

001-33280

(Commission File Number)

51-0610340

(I.R.S. Employer
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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Company's 2010 Annual Meeting of Stockholders was held on May 27, 2010 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.

The ratification of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

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 on April 30, 2010, 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. Class B common stock of the Company entitled its holder, HFF Holdings LLC, to a number of votes that is equal to the total number of shares of Class A common stock for which the partnership units that HFF Holdings LLC holds in the Company's operating partnerships, Holliday Fenoglio Fowler, L.P. and HFF Securities L.P., were exchangeable as of April 16, 2010 (the record date for 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.

		Votes			Broker Non-
		Votes For	Against	Abstentions	Votes
Class I Director Nominee:					
Deborah H. McAneny		32,238,940	4,789	0	2,598,825
John H. Pelusi, Jr.		32,095,248	148,481	0	2,598,825
Steven E. Wheeler		32,238,940	4,789	0	2,598,825

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, 2010. The results of the voting included 34,686,356 votes for, 153,808 votes against and 2,390 votes abstained.

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 28, 2010

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