

DCT Industrial Trust Inc.  
Form 8-K  
May 06, 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 1, 2013**

**DCT INDUSTRIAL TRUST INC.**

(Exact Name of Registrant as Specified in Charter)

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(State of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

518 17<sup>th</sup> Street, Suite 800

Denver, CO  
(Address of Principal Executive offices)

80202  
(Zip Code)

Registrant's telephone number, including area code: (303) 597-2400

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 Instructions A.2.):

- 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 1, 2013, DCT Industrial Trust Inc. (the Company) held its annual meeting of stockholders in Denver, Colorado (the Annual Meeting). As of the record date, there were a total of 281,358,696 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. The following is a brief description of each matter voted upon at the Annual Meeting and a statement of the number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter, as applicable.

(a) Votes regarding the election of the persons named below as directors for a term expiring at the annual meeting of stockholders in 2014 and until their respective successors have been duly elected and qualified or until their earlier resignation or removal, were as follows:

Names of Directors	For	Against	Abstain	Broker Non-Votes
Thomas G. Wattles	238,804,156	2,223,868	177,526	19,059,402
Philip L. Hawkins	239,996,219	1,028,013	181,318	19,059,402
Marilyn A. Alexander	239,918,221	1,050,984	236,345	19,059,402
Thomas F. August	240,183,595	772,353	249,602	19,059,402
John S. Gates, Jr.	239,855,436	1,098,086	252,028	19,059,402
Raymond B. Greer	240,201,801	757,950	245,799	19,059,402
Tripp H. Hardin	215,526,233	25,425,611	253,706	19,059,402
John C. O. Keeffe	239,253,756	1,702,212	249,582	19,059,402
Bruce L. Warwick	239,955,147	833,607	416,796	19,059,402

Based on the votes set forth above, each of the foregoing persons was duly elected to serve as a director for a term expiring at the annual meeting of stockholders in 2014 and until his or her respective successor has been duly elected and qualified or until his or her earlier resignation or removal.

(b) Votes regarding a non-binding, advisory resolution approving the compensation of the Company's named executive officers, were as follows:

For	Against	Abstain	Broker Non-Votes
239,985,411	862,376	357,763	19,059,402

Based on the votes set forth above, the non-binding, advisory resolution approving the compensation of the Company's named executive officers was approved by the Company's stockholders.

(c) Votes regarding the ratification of the audit committee's appointment of Ernst & Young LLP as independent registered public accounting firm for 2013, were as follows:

For	Against	Abstain
259,691,849	377,340	195,763

Based on the votes set forth above, the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company to serve for the fiscal year ending December 31, 2013 was duly ratified by the Company's stockholders.

**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.

Dated: May 6, 2013

**DCT INDUSTRIAL TRUST INC.**

By: /s/ John G. Spiegleman

Name: John G. Spiegleman

Title: Executive Vice President and General Counsel