

AVALONBAY COMMUNITIES INC  
Form 8-K  
May 20, 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 19, 2016**

**AVALONBAY COMMUNITIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**1-12672**  
(Commission File Number)

**77-0404318**  
(I.R.S. Employer Identification No.)

**671 N. Glebe Road, Suite 800, Arlington, Virginia**  
(Address of Principal Executive Offices)

**22203**  
(Zip Code)

Registrant's telephone number, including area code **(703) 329-6300**

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 held its Annual Meeting of Stockholders on May 19, 2016. Proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. At the meeting, holders of the Company's stock were asked (1) to elect nine directors to serve until the 2017 Annual Meeting of Stockholders and until their successors are elected and qualified, (2) to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2016, and (3) to cast a non-binding, advisory vote upon the compensation of executive officers of the Company, as described in the Company's proxy statement.

Each share of common stock was entitled to one vote with respect to matters submitted to a vote of the Company's stockholders, and the voting results reported below are final.

**Proposal 1**

Each of the Company's nominees for director as listed in the proxy statement was re-elected as shown in the table below. There were no abstentions with respect to any director nominee. There were 2,987,336 broker non-votes with respect to Proposal 1.

<b>Nominee:</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Glyn F. Aeppel	118,641,572	1,217,493
Terry S. Brown	118,656,320	1,202,745
Alan B. Buckelew	118,625,853	1,233,212
Ronald L. Havner, Jr.	61,322,994	58,536,071
Timothy J. Naughton	112,608,025	7,251,040
Lance R. Primis	115,714,179	4,144,886
Peter S. Rummell	118,682,256	1,176,809
H. Jay Sarles	114,052,511	5,806,554
W. Edward Walter	118,796,751	1,062,314

**Proposal 2**

Stockholders ratified the selection of Ernst & Young LLP as the Company's independent auditors for fiscal year 2016. 120,333,271 votes were cast in favor of ratifying the selection of Ernst & Young LLP, 2,502,154 votes were cast against, and there were 10,976 abstentions. There were no broker non-votes with respect to Proposal 2.

**Proposal 3**

Stockholders approved the compensation paid to the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K. 111,657,792 votes were cast in favor of approval of such compensation, 8,006,384 votes were cast against, and there were 194,889 abstentions. There were 2,987,336 broker non-votes with respect to Proposal 3.

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.

AVALONBAY COMMUNITIES, INC.

May 20, 2016

By:	/s/ Kevin P. O Shea
Name:	Kevin P. O Shea
Title:	Chief Financial Officer