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PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Form 8-K June 01, 2018

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 31, 2018

Pennsylvania Real Estate Investment Trust

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania 1-6300 23-6216339 (State or Other Jurisdiction (Commission (IRS Employer of Incorporation or Organization) File Number) Identification No.)

The Bellevue, 200 S. Broad Street

Philadelphia, Pennsylvania 19102

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (215) 875-0700

(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))

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 o

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. o

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Item 5.07 Submission Of Matters To A Vote Of Security Holders

On May 31, 2018, Pennsylvania Real Estate Investment Trust (the "Company") held its Annual Meeting of Shareholders. The following matters were submitted to a vote of shareholders at the Annual Meeting and the voting results were as follows:

1. The Company's shareholders elected the following nominees as trustees, each to hold office until the Annual Meeting of Shareholders to be held in 2019 and until their respective successors have been duly elected and have qualified, by the vote set forth below:

Nominee Votes For Withheld Broker Non-Votes George J. Alburger, Jr. 46,761,8741,232,12415,392,771 Joseph F. Coradino 44,897,1443,096,85415,392,771 Michael J. DeMarco 44,212,3583,781,64015,392,771 JoAnne A. Epps 46,733,2051,260,79315,392,771 Leonard I. Korman 42,649,4875,344,51115,392,771 Mark E. Pasquerilla 41,227,8956,766,10315,392,771 Charles P. Pizzi 46,593,5611,400,43715,392,771 John J. Roberts 44,609,5503,384,44815,392,771

2. The Company's shareholders approved, on an advisory basis, the Company's executive compensation as disclosed in the Proxy Statement, as follows:

Votes For Votes Against Abstentions Broker Non-Votes 41,352,9585,474,492 1,166,548 15,392,771

3. The Company's shareholders approved the Pennsylvania Real Estate Investment Trust 2018 Equity Incentive Plan, as follows:

Votes For Votes Against Abstentions Broker Non-Votes 45,131,8651,751,994 1,110,139 15,392,771

4. The Company's shareholders approved the Pennsylvania Real Estate Investment Trust Employee Share Purchase Plan, as follows:

 Votes For
 Votes Against
 Abstentions
 Broker Non-Votes

 46,202,631
 732,394
 1,058,973
 15,392,771

5. The Company's shareholders ratified the Audit Committee's selection of KPMG LLP as the Company's independent auditors for 2018, as follows:

For Against Abstain 60,500,8891,312,8471,573,033

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

- 10.1 Pennsylvania Real Estate Investment Trust 2018 Equity Incentive Plan
- 10.2 Pennsylvania Real Estate Investment Trust Employee Share Purchase Plan

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.

PENNSYLVANIA REAL ESTATE INVESTMENT TRUST

Date: June 1, 2018 By: /s/ Lisa M. Most

Lisa M. Most

Senior Vice President, Secretary and General

Counsel