

SAUL CENTERS INC  
Form 8-K  
July 23, 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): July 23, 2013**

**Saul Centers, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**1-12254**  
(Commission

File Number)

**52-1833074**  
(IRS Employer

Identification No.)

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**7501 Wisconsin Avenue, Suite 1500, Bethesda, Maryland**  
(Address of principal executive offices)

**20814-6522**  
(Zip Code)

**Registrant's telephone number, including area code**

**(301) 986-6200**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 23, 2013, General Paul X. Kelley resigned from the Board of Directors (the Board) of Saul Centers, Inc. (the Company), and from the Board's Audit Committee, citing health reasons. General Kelley's resignation is not the result of any disagreement with the Company about its operations, policies or practices. Effective upon General Kelley's departure, the Board's overall size was reduced from 14 to 13 persons.

Prior to his resignation, General Kelley served as Chairman of the Audit Committee. On July 23, 2013, upon the unanimous recommendation of the Board's Nominating and Corporate Governance Committee, the Board elected George P. Clancy, Jr. (a current independent director as determined by the Board under the New York Stock Exchange's listing standards) to the Audit Committee and appointed him Chairman thereof.

**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.

**SAUL CENTERS, INC.**

By: /s/ Thomas H. McCormick  
 Name: Thomas H. McCormick  
 Title: President

Dated: July 23, 2013

9,057,237 1,560,231 59,603,875

Thomas H. Weidemeyer

364,679,398 660,501 1,479,855 59,603,875

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011:

For	Against	Abstentions
421,354,265	3,773,900	1,295,464

3. Approval, by non-binding vote, of the Company's executive compensation as described in the Company's 2011 proxy statement:

For	Against	Abstentions	Broker Non-Votes
355,492,391	5,818,739	5,508,624	59,603,875

4. Recommendation, by non-binding vote, of the frequency of executive compensation votes:

1 Year	2 Years	3 Years	Abstentions
274,670,363	3,798,548	85,533,212	2,817,631

In light of these results, the Company's Board of Directors has determined to hold the non-binding vote on executive compensation annually until the next stockholder vote on the frequency of such advisory vote.

5. Approval of a proposal to amend the Company's By-laws to allow stockholders who have held at least a 25% net long position in the Company's common stock for one year to call special stockholder meetings:

For	Against	Abstentions
420,707,449	3,892,011	1,824,169

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WASTE MANAGEMENT, INC.

Date: May 17, 2011

By: */s/ Rick L Wittenbraker*  
Rick L Wittenbraker  
Senior Vice President

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