

VORNADO REALTY TRUST
Form 8-K
May 31, 2012

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 24, 2012

VORNADO REALTY TRUST

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction of
Incorporation)

No. 001-11954
(Commission
File Number)

No. 22-1657560
(IRS Employer
Identification No.)

VORNADO REALTY L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

No. 001-34482
(Commission
File Number)

No. 13-3925979
(IRS Employer
Identification No.)

888 Seventh Avenue
New York, New York
(Address of Principal Executive Offices)

10019
(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000

Former name or former address, if changed since last report: N/A

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.):

- 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))
-

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 24, 2012, Vornado Realty Trust (the “Company”) held its 2012 Annual Meeting of Shareholders (the “Meeting”). As of March 30, 2012, the record date for shareholders entitled to vote at the Meeting, there were 185,642,051 common shares of beneficial interest, par value \$0.04 per share (the “Shares”) outstanding and entitled to vote at the Meeting. Of the Shares entitled to vote at the Meeting, 166,717,841, or approximately 90% of the Shares were present or represented by proxy at the Meeting. There were five matters presented and voted on at the Meeting. Set forth below is a brief description of each matter voted on at the Meeting and the voting results with respect to each such matter.

Proposal 1 – Election of three nominees to serve on the Board of Trustees for a three-year term and until their respective successors are duly elected.

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------------|------------|------------|------------------|
| Steven Roth | 69,077,219 | 88,489,222 | 9,151,400 |
| Michael D. Fascitelli | 75,249,393 | 82,317,048 | 9,151,400 |
| Russell B. Wight, Jr. | 66,787,737 | 90,778,704 | 9,151,400 |

Proposal 2 – Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2012.

| | For | Against | Abstain |
|------------|-------------|-----------|---------|
| Votes Cast | 165,486,373 | 1,147,081 | 84,387 |

Proposal 3 – Non-binding advisory resolution on executive compensation.

| | For | Against | Abstain | Broker Non-Votes |
|------------|-------------|-----------|---------|------------------|
| Votes Cast | 151,258,650 | 6,210,656 | 97,135 | 9,151,400 |

Proposal 4 – Non-binding shareholder proposal regarding majority voting for the election of trustees.

| | For | Against | Abstain | Broker Non-Votes |
|------------|-------------|----------------|----------------|-------------------------|
| Votes Cast | 128,597,510 | 28,848,071 | 120,860 | 9,151,400 |

Proposal 5 – Non-binding shareholder proposal regarding establishing one class of trustees to be elected annually.

| | For | Against | Abstain | Broker Non-Votes |
|------------|-------------|----------------|----------------|-------------------------|
| Votes Cast | 134,899,961 | 22,531,256 | 135,224 | 9,151,400 |

In addition to the three nominees who were re-elected at the Meeting to serve on the Company’s Board of Trustees, Candace K. Beinecke, Anthony W. Deering, Robert P. Kogod, Michael Lynne, David Mandelbaum, Ronald G. Targan, Daniel R. Tisch and Dr. Richard R. West, continue to serve as Trustees after the meeting.

SIGNATURE

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.

VORNADO REALTY TRUST

(Registrant)

By: /s/ Joseph Macnow
Name: Joseph Macnow
Title: Executive Vice President -
Finance and Administration and
Chief Financial Officer (duly authorized officer
and principal financial and accounting officer)

Date: May 31, 2012

SIGNATURE

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.

VORNADO REALTY L.P.

(Registrant)

By: VORNADO REALTY TRUST,
Sole General Partner

By: /s/ Joseph Macnow
Name: Joseph Macnow
Title: Executive Vice President -
Finance and Administration and
Chief Financial Officer of Vornado Realty Trust,
sole general partner of Vornado Realty L.P.
(duly authorized officer and principal financial
and accounting officer)

Date: May 31, 2012