

WEINGARTEN REALTY INVESTORS /TX/
Form 8-K
August 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): July 30, 2018

WEINGARTEN REALTY INVESTORS

(Exact name of registrant as specified in its charter)

Texas 1-9876 74-1464203

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

2600 Citadel Plaza Drive, Suite 125, Houston, Texas 77008

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 866-6000

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))

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

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.

Item 1.01 Entry into a Material Definitive Agreement

The information contained in Item 5.02 below is incorporated herein by reference.

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

Effective July 30, 2018, Weingarten Realty Investors (the “Company”) entered into an Amended and Restated Severance and Change in Control Agreement with each of Stephen C. Richter and Johnny Hendrix (each, an “Executive”), which amended the provisions in the respective existing Severance and Change in Control Agreement with such Executive such that the defined severance period no longer ends upon the Executive attaining the age of 65 and changed certain provisions to maintain compliance with the Internal Revenue Code of 1986, as amended. The Amended and Restated Severance and Change in Control Agreement are attached hereto as Exhibits 99.1 and 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) The Exhibits to this Report are listed on the Exhibit Index attached hereto.

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.

Date: August 1, 2018

WEINGARTEN REALTY INVESTORS

By: /s/ Joe D. Shafer

Joe D. Shafer

Senior Vice President/Chief Accounting Officer

EXHIBIT INDEX

| Exhibit Number | Title |
|----------------|---|
| 99.1 *† | <u>Amended and Restated Severance and Change in Control Agreement for Stephen C. Richter dated July 23, 2018.</u> |
| 99.2 *† | <u>Amended and Restated Severance and Change in Control Agreement for Johnny Hendrix dated July 20, 2018.</u> |

* Filed with this report.

† Management contract or compensation plan or arrangement.