

BOSTON PROPERTIES INC  
Form 8-K  
May 29, 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 23, 2018

BOSTON PROPERTIES, INC.  
BOSTON PROPERTIES LIMITED PARTNERSHIP  
(Exact Name of Registrants As Specified in its Charter)

|                                       |   |                          |                                      |
|---------------------------------------|---|--------------------------|--------------------------------------|
| Boston Properties, Inc.               | Delaware  | 1 13087                  | 04 2473675                           |
|                                       | (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |
| Boston Properties Limited Partnership | Delaware  | 0 50209                  | 04-3372948                           |
|                                       | (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

800 Boylston Street, Suite 1900, Boston, Massachusetts 02199

(Address of Principal Executive Offices) (Zip Code)

(617) 236-3300

(Registrants' telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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).

Boston Properties, Inc.:

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.

Boston Properties Limited Partnership:

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.

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

Boston Properties, Inc. (the “Company”), the sole general partner of Boston Properties Limited Partnership, held its 2018 annual meeting of stockholders (the “2018 Annual Meeting”) on May 23, 2018. At the 2018 Annual Meeting, the stockholders of the Company were asked to (1) elect Kelly A. Ayotte, Bruce W. Duncan, Karen E. Dykstra, Carol B. Einiger, Dr. Jacob A. Frenkel, Joel I. Klein, Douglas T. Linde, Matthew J. Lustig, Owen D. Thomas, Martin Turchin and David A. Twardock to the Company’s Board of Directors, (2) cast a non-binding, advisory vote on named executive officer compensation, as disclosed in the Company’s proxy statement pursuant to Item 402 of Regulation S-K, and (3) ratify the Audit Committee’s appointment of PricewaterhouseCoopers LLP (“PWC”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

At the 2018 Annual Meeting, the stockholders elected all eleven director nominees, approved the advisory resolution on the compensation of the Company’s named executive officers and ratified the appointment of PWC as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

The following is a statement of the number of votes cast for or against each matter or director nominee, as applicable. In addition, the following also sets forth the number of abstentions and broker non-votes with respect to each matter or director nominee, as applicable.

## Proposal 1 - Election of Directors

|                      | For         | Against   | Abstain | Broker<br>Non-Votes |
|----------------------|-------------|-----------|---------|---------------------|
| Kelly A. Ayotte      | 140,596,651 | 385,948   | 129,244 | 2,613,974           |
| Bruce W. Duncan      | 137,654,778 | 3,419,654 | 37,411  | 2,613,974           |
| Karen E. Dykstra     | 140,673,339 | 401,825   | 36,679  | 2,613,974           |
| Carol B. Einiger     | 135,486,622 | 5,572,299 | 52,922  | 2,613,974           |
| Dr. Jacob A. Frenkel | 137,927,110 | 3,147,082 | 37,651  | 2,613,974           |
| Joel I. Klein        | 138,085,763 | 2,988,284 | 37,796  | 2,613,974           |
| Douglas T. Linde     | 139,075,823 | 1,998,782 | 37,239  | 2,613,974           |
| Matthew J. Lustig    | 140,385,247 | 659,551   | 67,046  | 2,613,974           |
| Owen D. Thomas       | 140,443,010 | 631,247   | 37,587  | 2,613,974           |
| Martin Turchin       | 134,487,956 | 6,568,535 | 55,353  | 2,613,974           |
| David A. Twardock    | 133,758,032 | 7,299,503 | 54,308  | 2,613,974           |

## Proposal 2 - Non-binding, Advisory Vote on Named Executive Officer Compensation

| For         | Against    | Abstain | Broker<br>Non-Votes |
|-------------|------------|---------|---------------------|
| 127,970,065 | 12,928,293 | 213,485 | 2,613,974           |

Proposal 3 - Ratification of Appointment of PWC

| For         | Against   | Abstain | Broker<br>Non-Votes |
|-------------|-----------|---------|---------------------|
| 141,621,442 | 2,056,475 | 47,900  | —                   |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

BOSTON PROPERTIES, INC.

By: /s/ MICHAEL E. LABELLE  
Michael E. LaBelle  
Executive Vice President, Chief Financial Officer  
and Treasurer

BOSTON PROPERTIES LIMITED PARTNERSHIP

By: Boston Properties, Inc., its General Partner

By: /s/ MICHAEL E. LABELLE  
Michael E. LaBelle  
Executive Vice President, Chief Financial Officer  
and Treasurer

Date: May 29, 2018