

CubeSmart
Form 8-K
June 02, 2016

**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): **June 2, 2016**

**CUBESMART
CUBESMART, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Maryland
(CubeSmart)
Delaware
(CubeSmart, L.P.)**
(State or Other Jurisdiction of
Incorporation)

**001-32324
000-54462**
(Commission File Number)

**20-1024732
34-1837021**
(IRS Employer Identification
Number)

5 Old Lancaster Road, Malvern, Pennsylvania 19355

(Address of Principal Executive Offices)

(610) 535-5700

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(Registrant's telephone number, including area code)

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):

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

On June 1, 2016, at the 2016 Annual Meeting of Common Shareholders (the Annual Meeting) of CubeSmart (the Company), the shareholders approved an amendment and restatement of the Company s 2007 Amended and Restated Equity Incentive Plan (the Plan).

A summary of the material terms of the Plan can be found in the section of the Company s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 14 entitled Proposal 2: Amendment and Restated of Our 2007 Equity Incentive Plan , which summary is incorporated herein by reference.

The foregoing summary is qualified in its entirety by reference to the Plan, which is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

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

The Annual Meeting of the Company was held on June 1, 2016, at which the Company s shareholders voted on: (1) the election of eight trustees, (2) a proposal to amend and restate the Company s 2007 Equity Incentive Plan to increase the number of shares available for grant thereunder, (3) the ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2016, and (4) an advisory vote regarding the compensation of the Company s named executive officers. The voting results on these proposals were as follows:

Proposal 1: Election of eight trustees.

| | Votes For | Withheld | Broker Non-Votes |
|-----------------------------|-------------|-----------|------------------|
| William M. Diefenderfer III | 154,567,499 | 1,334,513 | 6,116,697 |
| Piero Bussani | 155,646,038 | 255,974 | 6,116,697 |
| John W. Fain | 155,643,220 | 258,792 | 6,116,697 |
| Marianne M. Keler | 155,647,460 | 254,552 | 6,116,697 |
| Christopher P. Marr | 155,649,006 | 253,006 | 6,116,697 |
| John F. Remondi | 155,619,245 | 282,767 | 6,116,697 |
| Jeffrey F. Rogatz | 155,645,503 | 256,509 | 6,116,697 |
| Deborah R.Salzberg | 155,643,220 | 258,792 | 6,116,697 |

Proposal 2: Proposal to amend and restate our Amended and Restated 2007 Equity Incentive Plan to increase the number of shares available for grant thereunder.

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 148,705,966 | 6,950,963 | 245,083 |

Proposal 3: Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 161,702,086 | 306,561 | 10,062 |

Proposal 4: Advisory vote on the compensation of the Company's named executive officers.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 150,921,658 | 4,439,600 | 540,754 | 6,116,697 |

Item 9.01 Financial Statements and Exhibits.

(d)Exhibits

Exhibit No.

99.1 CubeSmart Amended and Restated 2007 Equity Incentive Plan (Incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 14, 2016).

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.

CUBESMART

Date: June 2, 2016

By: /s/ Jeffrey P. Foster
Name: Jeffrey P. Foster
Title: Senior Vice President, Chief Legal Officer & Secretary

CUBESMART, L.P.

Date: June 2, 2016

By: CUBESMART, its general partner

By: /s/ Jeffrey P. Foster
Name: Jeffrey P. Foster
Title: Senior Vice President, Chief Legal Officer & Secretary

EXHIBIT INDEX

| Exhibit Number | Exhibit Title |
|-----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | CubeSmart Amended and Restated 2007 Equity Incentive Plan (Incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed on April 14, 2016). |