

Section 1: 8-K (8-K)

**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): April 24, 2020

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 Number)

7501 Wisconsin Avenue, Bethesda, Maryland 20814
(Address of principal executive office) (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))

Securities registered pursuant to Section 12(b) of the Act:

<i>Title of each class:</i>	<i>Name of exchange on which registered:</i>	<i>Trading symbol:</i>
Common Stock, \$0.01 par value	New York Stock Exchange	BFS
6.125% Series D Preferred Stock, \$0.01 par value	New York Stock Exchange	BFS/PRD
6.000% Series E Preferred Stock, \$0.01 par value	New York Stock Exchange	BFS/PRE

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

On April 24, 2020, the Company held its Annual Meeting of Stockholders, at which B. Francis Saul II, John E. Chapoton, H. Gregory Platts and John R. Whitmore were reelected to the Board of Directors for three year terms expiring at the 2023 Annual Meeting. The terms of the remaining Board members did not expire as of the April 24, 2020 meeting, and those individuals continue as directors of the Company. Holders of 22,088,078 shares of the Company's common stock voted in person at the meeting or by proxy (representing 95.1% of the 23,216,149 shares eligible to vote) as follows:

		<u>In Favor</u>	<u>Withheld</u>	<u>Not Voted</u>
B. Francis Saul II	20,353,360	772,556	962,162	
John E. Chapoton	20,788,417	337,499	962,162	
H. Gregory Platts	18,066,142	3,059,774	962,162	
John R. Whitmore	19,922,338	1,203,578	962,162	

The stockholders voted in favor of the ratification of Deloitte & Touche LLP as independent public accountants as follows:

	<u>In Favor</u>	<u>Opposed</u>	<u>Abstain</u>
	22,046,660	10,250	31,168

The stockholders voted to approve the compensation paid to the Company's named executive officers, as disclosed in the Company's Proxy Statement for the 2020 Annual Meeting of Stockholders:

	<u>In Favor</u>	<u>Opposed</u>	<u>Abstain</u>	<u>Not Voted</u>
	20,675,718	379,996	70,202	962,162

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/ Scott V. Schneider

Scott V. Schneider

Executive Vice President, Chief Financial Officer and Treasurer

Dated: April 28, 2020

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