
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): May 1, 2018

Terreno Realty Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-34603
(Commission File Number)

27-1262675
(IRS Employer
Identification No.)

101 Montgomery Street, Suite 200
San Francisco, CA 94104
(Address of principal executive offices) (Zip Code)

(415) 655-4580
(Registrant's 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 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 5.07 Submission of Matters to a Vote of Security Holders

On May 1, 2018, the Company held its Annual Meeting in San Francisco, California. As of the record date, there were a total of 55,484,436 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. The following is a brief description of each matter voted upon at the Annual Meeting and a statement of the number of votes cast for and against or withheld and the number of abstentions and broker non-votes with respect to each matter, as applicable.

- (a) Votes regarding the election of the persons named below as directors, each to serve until the next annual meeting of stockholders and until his or her successor has been duly elected and qualifies were as follows:

| <u>Names of Directors</u> | <u>Total Number of Votes Cast For</u> | <u>Total Number of Votes Against</u> | <u>Total Number of Votes Abstain</u> | <u>Broker Non Votes</u> |
|---------------------------|---|--------------------------------------|--------------------------------------|-------------------------|
| W. Blake Baird | 49,980,726 | 1,109,523 | 1,760,474 | 1,114,385 |
| Michael A. Coke | 51,223,986 | 1,602,601 | 24,136 | 1,114,385 |
| Leroy E. Carlson | 52,445,430 | 370,735 | 34,558 | 1,114,385 |
| Gabriela F. Parcella | 52,791,417 | 24,748 | 34,558 | 1,114,385 |
| Douglas M. Pasquale | 52,016,294 | 799,871 | 34,558 | 1,114,385 |
| Dennis Polk | 50,526,469 | 2,289,696 | 34,558 | 1,114,385 |

Based on the votes set forth above, each of the foregoing persons was duly elected to serve as a director until the next annual meeting of stockholders and until his or her successor has been duly elected and qualifies.

- (b) Votes regarding a non-binding, advisory resolution approving the compensation of the Company's named executive officers were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non Votes</u> |
|------------|----------------|----------------|-------------------------|
| 52,534,760 | 199,929 | 116,034 | 1,114,385 |

Based on the votes set forth above, the non-binding, advisory resolution approving the compensation of the Company's named executive officers was approved by the Company's stockholders.

- (c) Votes regarding the ratification of the audit committee's appointment of Ernst & Young LLP as independent registered certified public accounting firm for the 2018 fiscal year were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non Votes</u> |
|------------|----------------|----------------|-------------------------|
| 53,937,713 | 2,949 | 24,446 | — |

Based on the votes set forth above, the appointment of Ernst & Young LLP as the independent registered certified public accounting firm of the Company to serve for the fiscal year ending December 31, 2018 was duly ratified by the Company's stockholders.

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.

Date: May 3, 2018

Terreno Realty Corporation

By: /s/ Jaime J. Cannon

Jaime J. Cannon

Executive Vice President and Chief Financial Officer

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