

Colony Financial, Inc.  
Form 8-K  
May 04, 2012

**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 2, 2012

**COLONY FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-34456**  
(Commission  
File Number)

**27-0419483**  
(IRS Employer  
Identification No.)

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**2450 Broadway, 6th Floor**

**Santa Monica, CA**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (310) 282-8820**

**90404**  
(Zip 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):

- ..  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))

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

**Results of 2012 Annual Meeting of Stockholders**

On May 2, 2012, the Company held its 2012 Annual Meeting of Stockholders at which (i) directors were elected, (ii) the compensation paid to the Company's named executive officers was approved in an advisory vote, and (iii) the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company was ratified. The proposals are described in detail in the Company's 2012 Proxy Statement. The final results for the votes regarding each proposal are set forth below.

*Election of Directors*

The following persons comprising the entire previous board of directors of the Company were duly elected as directors of the Company until the 2013 Annual Meeting of Stockholders or until their successors are duly elected and qualified: Thomas J. Barrack, Jr., Richard B. Saltzman, George G. C. Parker, John A. Somers, and John L. Steffens. The table below sets forth the voting results for each director nominee:

Nominee	Votes		Broker
	Votes For	Withheld	Non-Votes
Thomas J. Barrack, Jr.	20,603,865	3,984,418	5,103,122
Richard B. Saltzman	24,195,751	392,532	5,103,122
George G. C. Parker	22,458,049	2,130,234	5,103,122
John A. Somers	24,057,321	530,962	5,103,122
John L. Steffens	24,057,621	530,662	5,103,122

*Approval (on an advisory, non-binding basis) on Executive Compensation*

The Company's stockholders approved (on an advisory, non-binding basis) the compensation of the Company's named executive officers as described in the Compensation Discussion and Analysis and Executive Compensation Tables of the Company's 2012 Proxy Statement. The table below sets forth the voting results for this proposal:

Votes For	Votes Against	Abstentions	Broker
			Non-Votes
23,955,672	307,177	332,130	5,103,122

*Ratification of Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2012*

The table below sets forth the voting results for this proposal:

Votes For	Votes Against	Abstentions	Broker
			Non-Votes
29,317,939	371,225	8,938	0

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 4, 2012

**COLONY FINANCIAL, INC.**

By: */s/ Ronald M. Sanders*  
**Ronald M. Sanders**  
**Chief Legal Officer**

3