

EQUITY LIFESTYLE PROPERTIES INC  
Form 8-K  
May 09, 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: May 8, 2012**

**(Date of earliest event reported)**

**EQUITY LIFESTYLE PROPERTIES, INC.**

**(Exact name of registrant as specified in its charter)**

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|   |                          |   |
|---|--------------------------|---|
| (State or other jurisdiction of<br>incorporation or organization) | (Commission<br>File No.) | (IRS Employer<br>Identification Number) |
|---|--------------------------|---|

|  |  |              |
|--|--|--------------|
| <b>Two North Riverside Plaza,</b>                    |  |              |
| <b>Chicago, Illinois</b>                             |  | <b>60606</b> |
| (Address of principal executive offices)             |  | (Zip Code)   |
| <b>(312) 279-1400</b>                                |  |              |
| (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))

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

On May 8, 2012, Equity LifeStyle Properties, Inc. (the Company) held its 2012 Annual Meeting of Stockholders. Stockholders holding 38,354,301 shares of common stock (being the only class of shares entitled to vote at the meeting), or 92.87%, of the Company's 41,297,873 outstanding shares of common stock as of the record date for the meeting, attended the meeting or were represented by proxy. The Company's stockholders voted on five proposals presented at the meeting each of which is discussed in more detail in our Proxy Statement on Schedule 14-A. The proposals submitted for a vote and the related results of the stockholders' votes were as follows:

**Proposal No. 1:** To elect eight directors to terms expiring in 2013. This proposal received the required affirmative vote of holders of a plurality of the votes cast and was approved.

| DIRECTOR         | FOR        | WITHHELD  | BROKER<br>NON-VOTES |
|------------------|------------|-----------|---------------------|
| Philip Calian    | 37,380,718 | 73,074    | 900,509             |
| David Contis     | 36,373,010 | 1,080,782 | 900,509             |
| Thomas Dobrowski | 37,252,620 | 201,172   | 900,509             |
| Thomas Heneghan  | 37,224,105 | 229,687   | 900,509             |
| Sheli Rosenberg  | 36,079,241 | 1,374,551 | 900,509             |
| Howard Walker    | 37,144,732 | 309,060   | 900,509             |
| Gary Waterman    | 36,245,991 | 1,207,801 | 900,509             |
| Samuel Zell      | 33,332,593 | 4,121,199 | 900,509             |

**Proposal No. 2:** To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

|              | FOR        | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|--------------|------------|---------|---------|---------------------|
| Shares Voted | 38,308,612 | 41,989  | 3,700   |                     |

**Proposal No. 3:** To approve on a non-binding advisory basis the Company's executive compensation. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

|              | FOR        | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|--------------|------------|---------|---------|---------------------|
| Shares Voted | 37,179,775 | 268,328 | 5,689   | 900,509             |

**Proposal No. 4:** To approve the convertibility approval feature of the Company's Series A Preferred Stock. This proposal received the required affirmative vote of holders of a majority of the votes cast and was approved.

|              | FOR        | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|--------------|------------|-----------|---------|---------------------|
| Shares Voted | 36,197,455 | 1,250,640 | 5,697   | 900,509             |

**Proposal No. 5:** To approve an amendment to the Company's Articles of Amendment and Restatement to increase to 20,000,000 shares the Preferred Stock the Company is authorized to issue. This proposal did not receive the required affirmative vote of holders of two thirds of all votes entitled to be cast and was not approved.

|              | FOR        | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|--------------|------------|------------|---------|---------------------|
| Total Shares | 16,450,880 | 20,991,779 | 11,133  | 900,509             |

**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 thereunto duly authorized.

**EQUITY LIFESTYLE PROPERTIES, INC.**

By: /s/ Thomas Heneghan  
Thomas Heneghan

President and Chief Executive Officer

By: /s/ Marguerite Nader  
Marguerite Nader

Executive Vice President and

Chief Financial Officer

Date: May 9, 2012