

W. P. Carey Inc.
Form 8-K
October 29, 2018

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): **October 29, 2018**

W. P. Carey Inc.

(Exact Name of Registrant as Specified in its Charter)

Maryland

(State or Other Jurisdiction of Incorporation)

001-13779
(Commission File Number)

45-4549771
(IRS Employer Identification No.)

Edgar Filing: W. P. Carey Inc. - Form 8-K

50 Rockefeller Plaza, New York, NY
(Address of Principal Executive Offices)

10020
(Zip Code)

Registrant's telephone number, including area code: **(212) 492-1100**

(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))

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

As previously announced, on June 17, 2018, W. P. Carey Inc. (**W. P. Carey** or the **Company**) entered into an Agreement and Plan of Merger (the **Merger Agreement**) with Corporate Property Associates 17 Global Incorporated (**CPA:17**), CPA17 Merger Sub LLC, an indirect subsidiary of W. P. Carey (**Merger Sub**), and, for the limited purposes set forth therein, Carey Asset Management Corp., W. P. Carey & Co. B.V. and W. P. Carey Holdings, LLC, each an indirect subsidiary of W. P. Carey, and CPA: 17 Limited Partnership, pursuant to which, upon the terms and subject to the conditions set forth in the Merger Agreement, CPA:17 will merge with and into Merger Sub, with Merger Sub surviving the merger as an indirect wholly-owned subsidiary of W. P. Carey (the **Merger**)

On October 29, 2018, at a special stockholder meeting (the **Special Meeting**), the stockholders of W. P. Carey approved the issuance of its common stock pursuant to the Merger Agreement. The Merger and certain related actions were approved by the stockholders of CPA:17 at a separate meeting of its stockholders held on the same date.

As of August 24, 2018, the record date for the Special Meeting, there were 107,214,394 shares of W. P. Carey common stock, \$0.001 par value per share (**W. P. Carey Common Stock**) outstanding and entitled to vote at the Special Meeting. Set forth below are the final voting results from the Special Meeting:

1. To consider and vote upon a proposal to approve the issuance of validly issued, fully paid and non-assessable shares of W. P. Carey Common Stock (the **Stock Issuance**), under Rule 312.03 of the NYSE Listed Company Manual in connection with the consummation of the Merger.

| For | Against | Abstain |
|------------|---------|---------|
| 65,789,973 | 488,943 | 803,595 |

The adoption of the Stock Issuance was approved.

2. To consider and vote upon any adjournments or postponements of the Special Meeting, including, without limitation, a motion to adjourn the special meeting to another time for the purpose of soliciting additional proxies to approve the proposal above (the **Adjournment Proposal**).

| For | Against | Abstain |
|------------|-----------|-----------|
| 55,058,809 | 4,642,341 | 6,212,214 |

The Adjournment Proposal was approved.

The Company currently expects the Merger to become effective at 12:01a.m. on October 31, 2018.

Item 7.01 Regulation FD Disclosure.

On October 29, 2018, W. P. Carey issued a press release announcing the results of the Special Meeting. The foregoing description is qualified in its entirety by reference to the press release, which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information furnished pursuant to this Item 7.01 Regulation FD Disclosure, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), or otherwise subject to the liability of that section, and shall not be incorporated by reference into W.P. Carey's filings under the Securities Act of 1933, as amended (the **Securities Act**).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release dated October 29, 2018, issued by W. P. Carey Inc.</u> |

Cautionary Statement Concerning Forward-Looking Statements

Certain of the matters discussed in this communication constitute forward-looking statements within the meaning of the Securities Act and the Exchange Act, both as amended by the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, among other things, statements regarding the intent, belief or expectations of the Company and can be identified by the use of words such as may, will, should, would, will be, will continue, will likely result, believe, project, expect, anticipate, intend, estimate and other comparable terms. Forward-looking statements include, but are not limited to, statements regarding the anticipated timing of the closing of the Merger. These statements are based on the current expectations of our management. It is important to note that our actual results could be materially different from those projected in such forward-looking statements. There are a number of risks and uncertainties that could cause actual results to differ materially from these forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on our business, financial condition, liquidity, results of operations, and prospects. You should exercise caution in relying on forward-looking statements as they involve known and unknown risks, uncertainties, and other factors that may materially affect our future results, performance, achievements, or transactions. Information on factors that could impact actual results and cause them to differ from what is anticipated in the forward-looking statements contained herein is included in our filings with the Securities and Exchange Commission (the SEC) from time to time, including, but not limited to those described in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC on February 23, 2018; and in Part II, Item 1A. Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, as filed with SEC on August 3, 2018. These risks, as well as other risks associated with the Merger, are more fully discussed in the Joint Proxy Statement/Prospectus that is included in the Registration Statement on Form S-4 that W. P. Carey and CPA:17 filed with the SEC in connection with the Merger on July 27, 2018, as amended. Moreover, because we operate in a very competitive and rapidly changing environment, new risks are likely to emerge from time to time. Given these risks and uncertainties, potential investors are cautioned not to place undue reliance on these forward-looking statements as a prediction of future results, which speak only as of the date of this presentation, unless noted otherwise. Except as required by federal securities laws and the rules and regulations of the SEC, we do not undertake to revise or update any forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

October 29, 2018

W. P. Carey Inc.

By:

/s/ ToniAnn Sanzone
ToniAnn Sanzone
Chief Financial Officer