

BOSTON PROPERTIES INC  
Form 8-K  
May 20, 2015

**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 19, 2015**

**BOSTON PROPERTIES, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-13087**  
**(Commission)**

**04-2473675**  
**(IRS Employer)**



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

Boston Properties, Inc. (the Company) held its 2015 annual meeting of stockholders (the 2015 Annual Meeting) on May 19, 2015. At the 2015 Annual Meeting, the stockholders of the Company were asked to (1) elect Carol B. Einiger, Dr. Jacob A. Frenkel, Joel I. Klein, Douglas T. Linde, Matthew J. Lustig, Alan J. Patricof, Ivan G. Seidenberg, Owen D. Thomas, Martin Turchin, David A. Twardock and Mortimer B. Zuckerman to the Company's Board of Directors, (2) cast an advisory vote on named executive officer compensation, as disclosed in the Company's proxy statement pursuant to Item 402 of Regulation S-K, (3) ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP (PWC) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015, (4) vote on a stockholder proposal concerning an independent board chairman, (5) vote on a stockholder proposal concerning the adoption of a proxy access by-law and (6) vote on a stockholder proposal concerning the adoption of a policy regarding accelerated vesting of equity awards to senior executives upon a change in control.

At the 2015 Annual Meeting, the stockholders elected all eleven director nominees, approved the advisory resolution on the compensation of the Company's named executive officers and ratified the appointment of PWC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. None of the stockholder proposals received the affirmative vote of a majority of shares present in person or represented by proxy at the 2015 Annual Meeting and entitled to vote and, as a result, such stockholder proposals were not approved.

The following is a statement of the number of votes cast for or against each matter or director nominee. In addition, the following also sets forth the number of abstentions and broker non-votes with respect to each matter or director nominee, as applicable.

|                               | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|-------------------------------|-------------|----------------|----------------|-----------------------------|
| <b>Election of Directors:</b> |             |                |                |                             |
| Carol B. Einiger              | 130,766,269 | 4,304,609      | 347,133        | 3,368,940                   |
| Dr. Jacob A. Frenkel          | 131,082,131 | 4,195,656      | 140,223        | 3,368,940                   |
| Joel I. Klein                 | 131,439,959 | 3,838,460      | 139,591        | 3,368,940                   |
| Douglas T. Linde              | 133,206,179 | 2,072,340      | 139,492        | 3,368,940                   |
| Matthew J. Lustig             | 134,261,583 | 918,036        | 238,392        | 3,368,940                   |
| Alan J. Patricof              | 128,673,447 | 6,402,402      | 342,162        | 3,368,940                   |
| Ivan G. Seidenberg            | 134,286,934 | 991,902        | 139,174        | 3,368,940                   |
| Owen D. Thomas                | 133,575,351 | 1,705,175      | 137,485        | 3,368,940                   |
| Martin Turchin                | 132,888,622 | 2,389,825      | 139,564        | 3,368,940                   |
| David A. Twardock             | 130,939,562 | 4,338,562      | 139,887        | 3,368,940                   |
| Mortimer B. Zuckerman         | 132,476,536 | 2,801,387      | 140,088        | 3,368,940                   |

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|----------------|-----------------------------|
| Non-binding, advisory vote on named executive officer compensation | 116,444,229 | 18,786,434     | 187,348        | 3,368,940                   |

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|----------------|-----------------------------|
| Ratification of appointment of PWC   | 136,396,102 | 2,250,187      | 140,662        | N/A                         |
|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
| Stockholder proposal concerning independent board chair                                | 38,820,935  | 96,422,402     | 174,673        | 3,368,940                   |
|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
| Stockholder proposal concerning the adoption of a proxy access by-law                  | 62,562,102  | 72,667,023     | 188,885        | 3,368,940                   |
|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
| Stockholder proposal concerning the adoption of a policy regarding accelerated vesting | 38,102,844  | 96,963,311     | 351,856        | 3,368,940                   |

**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.

BOSTON PROPERTIES, INC.

Date: May 20, 2015

By: /s/ Michael E. LaBelle

Name: Michael E. LaBelle

Title: Senior Vice President, Chief Financial Officer