

Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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): **June 25, 2020**

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-12252
(Commission
File Number)

13-3675988
(IRS Employer
Identification Number)

Two North Riverside Plaza
Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code (312) 474-1300

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of Beneficial Interest, \$0.01 Par Value (Equity Residential)	EQR	New York Stock Exchange

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 June 25, 2020, Equity Residential (the “Company”) held its 2020 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders were asked to consider and vote upon the proposals described in the Company’s Proxy Statement for the Annual Meeting (the “Proxy Statement”). The final voting results for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1 – Election of Trustees

All twelve of the nominees for Trustees were elected to serve for a one-year term which expires at the Company’s 2021 annual meeting of shareholders and until their respective successors are duly elected and qualified, by the votes set forth below.

Nominee	For	Withheld
Raymond Bennett	335,235,110	208,565
Linda Walker Bynoe	328,933,004	6,510,671
Connie K. Duckworth	333,358,011	2,085,664
Mary Kay Haben	331,608,528	3,835,147
Tahsinul Zia Huque	335,222,653	221,022
Bradley A. Keywell	335,221,726	221,949
John E. Neal	321,362,891	14,080,784
David J. Neithercut	333,184,941	2,258,734
Mark J. Parrell	335,227,519	216,156
Mark S. Shapiro	328,793,601	6,650,074
Stephen E. Sterrett	335,083,621	360,054
Samuel Zell	282,198,904	53,244,771

There were 9,078,472 broker non-votes with respect to Proposal 1.

Proposal 2 – Ratification of Independent Auditor for 2020

The selection of Ernst & Young LLP as the Company’s independent auditor for 2020 was ratified by the shareholders, by the votes set forth below.

For	334,687,975
Against	9,646,924
Abstain	187,248

Proposal 3 – Advisory Approval of Executive Compensation

The shareholders approved, on an advisory basis, the executive compensation disclosed in the Proxy Statement, by the votes set forth below.

For	310,423,390
Against	9,243,296
Abstain	15,776,989
Broker Non-Votes	9,078,472

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.

EQUITY RESIDENTIAL

Date: June 29, 2020

By: /s/ Scott J. Fenster

Name: Scott J. Fenster

Its: Executive Vice President and General Counsel

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