

Walker & Dunlop, Inc.  
Form 8-K  
June 06, 2014

**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): June 5, 2014**

**Walker & Dunlop, Inc.**

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

**Maryland**  
**(State or other Jurisdiction**  
**of Incorporation)**

**001-35000**  
**(Commission**  
**File Number)**

**80-0629925**  
**(IRS Employer**  
**Identification No.)**

**7501 Wisconsin Avenue**  
**Suite 1200E**  
**Bethesda, MD** **20814**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (301) 215-5500**

**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:

- .. 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 June 5, 2014, Walker & Dunlop, Inc. (the Company) held its Annual Meeting of Stockholders. There were 32,624,875 shares of common stock eligible to vote at the 2014 Annual Meeting. The following are the matters voted upon at the Annual Meeting and the final results of the votes on such matters:

## 1. Election of directors for a one-year term expiring at the 2015 Annual Meeting of Stockholders:

|                       | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-votes</b> |
|-----------------------|------------------|-----------------------|-----------------------------|
| Alan J. Bowers        | 26,646,579       | 769,323               | 3,232,162                   |
| Andrew C. Florance    | 27,370,279       | 45,623                | 3,232,162                   |
| Cynthia A. Hallenbeck | 27,403,643       | 12,259                | 3,232,162                   |
| Michael D. Malone     | 27,409,325       | 6,577                 | 3,232,162                   |
| John Rice             | 27,370,279       | 45,623                | 3,232,162                   |
| Dana L. Schmaltz      | 27,260,228       | 155,674               | 3,232,162                   |
| Howard W. Smith, III  | 27,408,296       | 7,606                 | 3,232,162                   |
| William M. Walker     | 26,544,091       | 871,811               | 3,232,162                   |

## 2. Ratification of appointment of KPMG LLP as our independent registered accounting firm for 2014:

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-votes</b> |
|--|------------------|----------------------|--------------------|-----------------------------|
|  | 30,381,725       | 54,716               | 211,623            |                             |

## 3. Non-binding advisory vote on executive compensation.

|  | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-votes</b> |
|--|------------------|----------------------|--------------------|-----------------------------|
|  | 27,207,404       | 184,992              | 23,506             | 3,232,162                   |

**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.

**WALKER & DUNLOP, INC.**  
(Registrant)

Date: June 6, 2014

By: /s/ Richard M. Lucas  
Name: Richard M. Lucas  
Title: Executive Vice President,  
General Counsel & Secretary