

DCT Industrial Trust Inc.  
Form 8-K  
May 04, 2016

**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 4, 2016**

**DCT INDUSTRIAL TRUST INC.**  
**DCT INDUSTRIAL OPERATING PARTNERSHIP LP**  
**(Exact Name of Registrants as Specified In Charter)**

**Maryland (DCT Industrial Trust  
Inc.)**

**001-33201**

**82-0538520**

<b>Delaware (DCT Industrial Operating Partnership LP)</b> <b>(State or Other Jurisdiction of Incorporation of Organization)</b>	<b>333-195185</b> <b>(Commission File Number)</b>	<b>82-0538522</b> <b>(I.R.S. Employer Identification No.)</b>
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**518 17<sup>th</sup> Street, Suite 800**

**Denver, CO**  
**(Address of Principal Executive Offices)**

**80202**  
**(Zip Code)**

**Registrant's telephone number, including area code: (303) 597-2400**

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 Instructions A.2.):

- .. 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 4, 2016, the Board of Directors of DCT Industrial Trust Inc. (the Company ) adopted amendments to the Company s Amended and Restated Bylaws (the Bylaws ) as further described below in connection with its regular review of the Company s corporate governance structure.

*Proxy Access Right*

The amendment adopts a proxy access provision to permit a stockholder, or group of no more than 20 stockholders, meeting specified eligibility requirements, to include director nominees in the Company s proxy materials for annual meetings of its stockholders. In order to be eligible to utilize these proxy access provisions, a stockholder, or group of stockholders, must, among other requirements:

have owned shares of common stock equal to at least 3% of the aggregate of the issued and outstanding shares of common stock of the Company continuously for at least the prior three years;

represent that such shares were acquired in the ordinary course of business and not with the intent to change or influence control at the Company and that such stockholder or group does not presently have such intent; and

provide a notice requesting the inclusion of director nominees in the Company s proxy materials and provide other required information to the Company not earlier than 150 days nor later than 120 days prior to the first anniversary of the date of mailing of the notice for the preceding year s annual meeting of stockholders (with adjustments if the date for the upcoming annual meeting of stockholders is advanced or delayed by more than 30 days from the anniversary date of the prior year s annual meeting).

Additionally, all director nominees submitted through these provisions must be independent and meet specified additional criteria, and stockholders will not be entitled to utilize this proxy access right at an annual meeting if the Company receives notice through its traditional advanced notice by-law provisions that a stockholder intends to nominate a director at such meeting. The maximum number of director nominees that may be submitted pursuant to these provisions may not exceed 20% of the number of directors then in office.

*Exclusive Forum*

The amendment designates the Circuit Court for Baltimore City, Maryland (or, if that court does not have jurisdiction, the United States District Court for the District of Maryland, Baltimore Division) as the sole and exclusive forum for derivative claims brought on behalf of the Company, claims against any director, officer or other employee of the Company alleging a breach of duty owed to the Company or its stockholders, claims against the Company or any director, officer or other employee of the Company arising pursuant to any provision of the Maryland General Corporation Law or the Company s charter or Bylaws, claims against the Company or any director, officer or other employee of the Company governed by the internal affairs doctrine, and any other claims brought by or on behalf of any stockholder of record or any beneficial owner of the Company s stock (either on his, her or its own behalf or on behalf of any series or class of shares of stock of the Company or any group of stockholders of the Company) against the Company or any director, officer or other employee of the Company, unless the Company consents to an alternative forum.

*Chairman of the Board of Directors and Chief Executive Officer Description*

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The amendment revises the descriptions of the positions of Chairman of the Board of Directors and Chief Executive Officer in connection with the appointment of Thomas F. August, who is an independent director of the company, as Chairman of the Board to succeed Thomas G. Wattles.

The summary of the amendment to the Bylaws above is qualified in its entirety by the amendment to the Bylaws filed herewith as Exhibit 3.1 to this report and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**  
**(d) Exhibits**

**Exhibit**

**Number**

**Description of Exhibits**

3.1	Fourth Amendment to the Amended and Restated Bylaws of DCT Industrial Trust Inc. (as adopted on May 4, 2016)
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**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.

**DCT INDUSTRIAL TRUST INC.**

By: /s/ John G. Spiegleman  
Name: John G. Spiegleman  
Title: Executive Vice President and General Counsel

Date: May 4, 2016

**DCT INDUSTRIAL OPERATING PARTNERSHIP  
LP**

By: DCT Industrial Trust Inc., its general partner

By: /s/ John G. Spiegleman  
Name: John G. Spiegleman  
Title: Executive Vice President and General Counsel

Date: May 4, 2016