

STAG Industrial, Inc.  
Form 8-K  
February 14, 2018

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): February 14, 2018

STAG INDUSTRIAL, INC.  
(Exact name of registrant specified in its charter)

Maryland                      001-34907    27-3099608  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

One Federal Street, 23rd Floor  
Boston, Massachusetts 02110  
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (617) 574-4777

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))

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 and 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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On February 14, 2018, the Board of Directors (the “Board”) of STAG Industrial, Inc. (the “Company”) amended and restated the Company’s bylaws (as amended and restated, the “Bylaws”) to implement a majority voting standard in uncontested elections of directors, retaining the plurality standard for elections in which the number of director nominees exceeds the number of directors to be elected. Pursuant to the Bylaws, in uncontested elections of directors, director nominees will be elected by the vote of a majority of the votes cast with respect to the director, which means that the number of votes cast for a director must exceed the number of votes cast against the director.

The foregoing description of the Bylaws does not purport to be complete and is qualified in its entirety by reference to the full text of the Bylaws, filed as Exhibit 3.1 to this Current Report on Form 8-K, which exhibit is incorporated by reference herein.

In connection with the adoption of the Bylaws, the Board also updated the Company’s corporate governance guidelines to require incumbent director nominees who fail to receive a majority of the votes cast to submit promptly a written offer to resign from the Board. The Nominating and Corporate Governance Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation. Taking into account the recommendation of the Nominating and Corporate Governance Committee, the Board will determine whether to accept or reject any such resignation within 90 days after the certification of the voting results, and the Company will report such decision in a Current Report on Form 8-K furnished to the Securities and Exchange Commission (“SEC”). A copy of the Company’s corporate governance guidelines is available under “Corporate Governance - Governance Documents” in the “Investor Relations” section of the Company’s website at [www.stagindustrial.com](http://www.stagindustrial.com). However, the information located on, or accessible from, the Company’s website is not, and should not be deemed to be, part of this report or incorporated into any other filing that the Company submits to the SEC.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description
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3.1	<u>Second Amended and Restated Bylaws</u>
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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.

STAG INDUSTRIAL, INC.

By: /s/ Jeffrey M. Sullivan  
Jeffrey M. Sullivan  
Executive Vice President, General Counsel  
And Secretary

Dated: February 14, 2018