
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 17, 2019 (June 12, 2019)**

MACK-CALI REALTY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-13274
(Commission File Number)

22-3305147
(IRS Employer
Identification No.)

**Harborside 3, 210 Hudson St., Ste. 400
Jersey City, New Jersey 07311**
(Address of Principal Executive Offices) (Zip Code)

(732) 590-1010
(Registrant's telephone number, including area code)

MACK-CALI REALTY, L.P.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

333-57103
(Commission File Number)

22-3315804
(IRS Employer
Identification No.)

**Harborside 3, 210 Hudson St., Ste. 400
Jersey City, New Jersey 07311**
(Address of Principal Executive Offices) (Zip Code)

(732) 590-1010
(Registrant's telephone number, including area code)

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:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|--------------------------------|--------------------------|--|
| Common Stock, par value \$0.01 | CLI | 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 12, 2019, the Board of Directors (the “Board”) of Mack-Cali Realty Corporation (the “Company”), a Maryland corporation and the general partner of Mack-Cali Realty, L.P. through which it conducts its business (the “Operating Partnership,” and together with the Company, the “Registrants”), adopted Articles Supplementary to the Articles of Restatement of the Company which prohibit the Company from staggering the Board into one or more classes pursuant to Section 3-803 of the Maryland General Corporation Law without first obtaining the approval of the Company’s stockholders by the affirmative vote of a majority of all the votes entitled to be cast on the matter.

The Articles Supplementary are filed herewith as Exhibit 3.1 and are incorporated herein by reference. The description set forth above is only a summary of the Amendment and is qualified in its entirety by reference to the text of the Amendment filed herewith as Exhibit 3.1.

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

(a) On June 12, 2019, the Company held its Annual Meeting of Stockholders (the “Annual Meeting”) to (i) elect eleven members of the Board, (ii) hold a non-binding advisory vote to approve the compensation of the Company’s named executive officers, as set forth in the Company’s proxy statement for the Annual Meeting, and (iii) ratify the appointment of the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

(b) At the Annual Meeting, the Company’s stockholders elected the following eleven directors, each to serve a one-year term ending at the Company’s annual meeting of stockholders to be held in 2020 and until their respective successors are elected and qualified:

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|--------------------|------------|-----------------|------------------------|
| William L. Mack | 12,217,611 | 59,464 | 50,512 |
| Alan R. Batkin | 54,492,047 | 14,586,846 | 50,512 |
| Alan S. Bernikow | 80,761,354 | 544,151 | 50,512 |
| Frederic Cumenal | 54,170,663 | 14,908,230 | 50,512 |
| MaryAnne Gilmartin | 69,030,512 | 48,381 | 50,512 |
| Nori Gerardo Lietz | 29,074,165 | 40,004,728 | 50,512 |
| Michael J. DeMarco | 81,223,631 | 81,874 | 50,512 |
| Lisa Myers | 81,299,399 | 76,106 | 50,512 |
| Laura Pomerantz | 81,219,629 | 85,876 | 50,512 |
| Irvin D. Reid | 80,767,456 | 538,049 | 50,512 |
| Rebecca Robertson | 80,968,737 | 336,768 | 50,512 |

The Company's stockholders, on a non-binding advisory basis, also voted upon and approved the compensation of the Company's named executive officers, as set forth in the Company's proxy statement for the Annual Meeting (Number of shares for: 75,398,640, Number of shares against: 1,224,922, Number of shares abstained: 4,732,400, Number of broker non-votes: 50,512).

The Company's stockholders also voted upon and approved the ratification of the appointment of PricewaterhouseCoopers LLP as the General Partner's independent registered public accounting firm for the fiscal year ending December 31, 2019 (Number of shares for: 80,382,262, Number of shares against: 978,616, Number of shares abstained: 45,596, Number of broker non-votes: 0).

In connection with the foregoing, the Registrants hereby file the following document:

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|-----------------------|---|
| 3.1 | Articles Supplementary of Mack-Cali Realty Corporation dated June 12, 2019. |

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|-----------------------|---|
| 3.1 | Articles Supplementary of Mack-Cali Realty Corporation dated June 12, 2019. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 17, 2019

MACK-CALI REALTY CORPORATION

By: /s/ Gary T. Wagner

Gary T. Wagner
General Counsel and Secretary

MACK-CALI REALTY, L.P.

By: Mack-Cali Realty Corporation,
its general partner

Dated: June 17, 2019

By: /s/ Gary T. Wagner

Gary T. Wagner
General Counsel and Secretary

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Section 2: EX-3.1 (EX-3.1)

Exhibit 3.1

MACK-CALI REALTY CORPORATION

ARTICLES SUPPLEMENTARY

MACK-CALI REALTY CORPORATION, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: Pursuant to Section 3-802(c) of the Maryland General Corporation Law (the "MGCL"), the Board of Directors of the Corporation (the "Board of Directors"), by resolutions duly adopted at a meeting duly called and held on June 12, 2019, prohibited the Corporation from electing to be subject to Section 3-803 of the MGCL unless such election is first approved by the stockholders of the Corporation by the affirmative vote of a majority of all the votes entitled to be cast on the matter.

SECOND: These Articles Supplementary have been approved by the Board of Directors in the manner and by the vote required by law.

THIRD: These Articles Supplementary shall be effective upon filing with the Department.

FOURTH: The undersigned Chief Executive Officer of the Corporation acknowledges these Articles Supplementary to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles Supplementary to be executed under seal in its name and on its behalf by its Chief Executive Officer, and attested to by its Secretary, on this 12th day of June, 2019.

ATTEST:

MACK-CALI REALTY CORPORATION

/s/ Gary T. Wagner

Name: Gary T. Wagner
Title: Secretary

By: /s/ Michael J. DeMarco

Name: Michael J. DeMarco
Title: Chief Executive Officer

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