

Edgar Filing: Cole Credit Property Trust II Inc - Form 8-K

Cole Credit Property Trust II Inc
Form 8-K
June 13, 2013

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 12, 2013

Cole Credit Property Trust II, Inc.
(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|--------------------------|---|
| Maryland | 000-51963 | 20-1676382 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

2325 East Camelback Road, Suite 1100, Phoenix, Arizona 85016
(Address of principal executive offices)
(Zip Code)

(602) 778-8700
(Registrant's telephone number, including area code)

None
(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

Cole Credit Property Trust II, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders on June 12, 2013 (the “Annual Meeting”). As of March 27, 2013, the record date for the Annual Meeting, there were 208,584,611 common shares issued and outstanding and entitled to vote at the Annual Meeting.

Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. Set forth below are the voting results for the proposals considered and voted upon at the Annual Meeting, all of which were described in the Company’s definitive Joint Proxy Statement/Prospectus, filed with the Securities and Exchange Commission (the “SEC”) on April 2, 2013, as amended by the Supplement to Joint Proxy Statement/Prospectus, filed with the SEC on May 10, 2013 and as further amended by the Supplement to Joint Proxy Statement/Prospectus, filed with the SEC on June 4, 2013:

The Company’s stockholders approved the merger of Spirit Realty Capital, Inc. (“Spirit”) with and into the Company (the “Merger”) pursuant to the Agreement and Plan of Merger, dated as of January 22, 2013, as amended by the First Amendment to Agreement and Plan of Merger, dated as of May 8, 2013 (the “Merger Agreement”), by and among the Company, Spirit, Cole Operating Partnership II, LP and Spirit Realty, L.P. and the other transactions contemplated by the Merger Agreement by the following vote:

| For | Against | Abstain | Broker Non-Votes |
|----------------|--------------|--------------|------------------|
| 123,125,352.81 | 2,429,779.20 | 3,086,820.67 | — |

The Company’s stockholders elected three directors to serve until the earliest of the Company’s 2014 annual meeting of stockholders and until their successors are duly elected and qualify or, if the Merger is completed, the effective time of the Merger. The voting results for each of the three nominees were as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|----------------|----------------|------------------|
| Christopher H. Cole | 124,934,806.18 | 3,707,146.50 | — |
| Marcus E. Bromley | 125,122,498.60 | 3,519,454.08 | — |
| George N. Fugelsang | 125,042,670.82 | 3,599,281.86 | — |

Because the holders of a majority of the outstanding shares approved the proposal to approve the Merger and the other transactions contemplated by the Merger Agreement, the vote to approve the adjournment of the Annual Meeting if there had not been sufficient votes to approve the Merger was not called.

No other proposals were submitted to a vote of the Company’s stockholders.

Item 7.01 Regulation FD Disclosure.

On June 12, 2013, the Company issued a press release, attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference, announcing that stockholders of the Company have approved the Merger.

This Item 7.01 and the attached Exhibit 99.1 are provided under Item 7.01 of Form 8-K and are furnished to, and shall not be deemed to be “filed” with, the SEC.

Forward Looking Statements

Certain statements contained in this Current Report on Form 8-K, including the attached Exhibit 99.1, other than historical facts, may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including statements regarding the Merger and the ability to consummate the Merger. The Company intends for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act, as applicable. Such statements include, in particular, statements about the Company’s plans, strategies, and prospects and are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of the Company’s performance in future periods. Such forward-looking statements can generally be identified by the Company’s use of forward-looking terminology such as “may,” “will,” “would,” “could,” “should,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue,” or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this report is filed

with the SEC. The Company makes no representation or warranty (express or implied) about the accuracy of any such forward-looking statements contained in this Current Report on Form 8-K, and the Company does not intend, and undertakes no obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description

99.1 Press release issued by Cole Credit Property Trust II, Inc. on June 12, 2013.

3

SIGNATURE

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.

Dated: June 12, 2013

COLE CREDIT PROPERTY TRUST II, INC.

By: /s/ Gavin B. Brandon

Name: Gavin B. Brandon

Title: Vice President of Accounting
Principal Accounting Officer