

MACK CALI REALTY CORP  
Form 8-K  
May 17, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

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**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 17, 2013 (May 15, 2013)**

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**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.)

**343 Thornall Street, Edison, New Jersey, 08837-2206**

(Address of Principal Executive Offices) (Zip Code)

**(732) 590-1000**

(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.)

**343 Thornall Street, Edison, New Jersey, 08837-2206**

(Address of Principal Executive Offices) (Zip Code)

**(732) 590-1000**

(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))



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

(a) On May 15, 2013, Mack-Cali Realty Corporation (the Company), the general partner of Mack-Cali Realty, L.P., held its Annual Meeting of Stockholders (the Annual Meeting) to (i) elect three members of the Board of Directors of the Company, (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, (iii) ratify the appointment of the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 and (iv) approve and adopt the Mack-Cali Realty Corporation 2013 Incentive Stock Plan.

(b) At the Annual Meeting, the Company's stockholders elected the following three Class I directors to serve until the Company's annual meeting of stockholders to be held in 2016; Kenneth M. Duberstein (Number of shares for: 72,218,672, Number of shares withheld: 2,398,137, Number of shares abstained: 0, Number of broker non-votes: 7,187,132); Vincent Tese (Number of shares for: 66,329,480, Number of shares withheld: 8,287,329, Number of shares abstained: 0, Number of broker non-votes: 7,187,132); and Roy J. Zuckerberg (Number of shares for: 73,561,475, Number of shares withheld: 1,055,333, Number of shares abstained: 0, Number of broker non-votes: 7,187,132).

The following directors' terms of office as directors of the Company continued following the Annual Meeting: William L. Mack, Mitchell E. Hersh, Alan S. Bernikow, Nathan Gantcher, David S. Mack, Alan G. Philiposian and Irvin D. Reid.

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: 48,205,467, Number of shares against: 26,316,201, Number of shares abstained: 95,139, Number of broker non-votes: 7,187,132).

The Company's stockholders also voted upon and approved the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the ensuing year (Number of shares for: 80,743,651, Number of shares against: 906,938, Number of shares abstained: 153,351).

The Company's stockholders also voted upon and approved the adoption of the Mack-Cali Realty Corporation 2013 Incentive Stock Plan (Number of shares for: 54,322,627, Number of shares against: 20,103,145, Number of shares abstained: 191,036, Number of broker non-votes: 7,187,132).

**SIGNATURES**

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

**MACK-CALI REALTY CORPORATION**

Dated: May 17, 2013

By: /s/ Roger W. Thomas  
Roger W. Thomas  
Executive Vice President,  
General Counsel and Secretary

**MACK-CALI REALTY, L.P.**

By: Mack-Cali Realty Corporation,  
its general partner

Dated: May 17, 2013

By: /s/ Roger W. Thomas  
Roger W. Thomas  
Executive Vice President,  
General Counsel and Secretary