

GETTY REALTY CORP /MD/  
Form 8-K  
May 16, 2014

**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 13, 2014**

**Getty Realty Corp.**

**(Exact name of registrant as specified in charter)**

|                      |                     |                            |
|----------------------|---------------------|----------------------------|
| <b>Maryland</b>      | <b>001-13777</b>    | <b>11-3412575</b>          |
| <b>(State of</b>     | <b>(Commission</b>  | <b>(IRS Employer</b>       |
| <b>Organization)</b> | <b>File Number)</b> | <b>Identification No.)</b> |

**125 Jericho Turnpike, Suite 103**

**Jericho, New York**  
**(Address of principal executive offices)**

**11753**  
**(Zip Code)**

**Registrant's Telephone Number, including area code: (516) 478-5400**

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**

The 2014 Annual Meeting of Stockholders of the Company was held on May 13, 2014 (the Annual Meeting ). At the Annual Meeting, the stockholders voted on the following items:

**Proposal 1: Election of Directors**

Elected the following nominees to serve on the Board of Directors until the next annual meeting of stockholders and until their respective successors are elected and qualify:

|                    | VOTES CAST |           |             | BROKER<br>NON-VOTES |
|--------------------|------------|-----------|-------------|---------------------|
|                    | FOR        | AGAINST   | ABSTENTIONS |                     |
| Milton Cooper      | 23,779,583 | 236,805   | 28,953      | 6,988,741           |
| Philip E. Coviello | 23,682,691 | 233,896   | 128,754     | 6,988,741           |
| David B. Driscoll  | 23,698,112 | 214,569   | 132,660     | 6,988,741           |
| Leo Liebowitz      | 23,396,876 | 620,783   | 27,682      | 6,988,741           |
| Richard E. Montag  | 23,710,410 | 201,771   | 133,160     | 6,988,741           |
| Howard Safenowitz  | 19,538,680 | 4,475,994 | 30,667      | 6,988,741           |

**Proposal 2: Approval of the Getty Realty Corp. Amended and Restated 2004 Omnibus Incentive Compensation Plan**

Approved the Getty Realty Corp. Amended and Restated 2004 Omnibus Incentive Compensation Plan. There were 23,448,536 votes cast for the proposal, 419,940 votes cast against the proposal, 176,865 abstentions and 6,988,741 broker non-votes.

**Proposal 3: Advisory (Non-binding) Vote on Executive Compensation (Say-On-Pay)**

Approved, on an advisory basis (non-binding), the compensation of the Company s named executive officers as described in the Compensation Discussion and Analysis and the accompanying tables in the proxy statement ( Say on Pay ) for the Annual Meeting. There were 22,550,776 votes cast for the proposal, 1,309,879 votes cast against the proposal, 184,686 abstentions and 6,988,741 broker non-votes.

**Proposal 4: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company s Independent Registered Public Accounting Firm**

Ratified the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the year ending December 31, 2014. There were 30,678,381 votes cast for the appointment, 243,277 votes cast against the appointment, 112,424 abstentions and no broker non-votes.

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.

GETTY REALTY CORP.

Date: May 16, 2014

By: /s/ Christopher J. Constant  
Christopher J. Constant  
Vice President, Chief Financial Officer and  
Treasurer