

INDEPENDENCE REALTY TRUST, INC  
Form 8-K  
May 16, 2014

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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 14, 2014

Independence Realty Trust, Inc.

(Exact name of registrant as specified in its charter)

Maryland

001-36041

26-4567130

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

Cira Centre, 2929 Arch Street, 17th Floor,  
Philadelphia, Pennsylvania

19104

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(215) 243-9000

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))



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

At Independence Realty Trust, Inc.'s (IRT) Annual Meeting of Stockholders held on May 14, 2014, pursuant to the Notice of Annual Meeting of Stockholders and Proxy Statement dated March 31, 2014 (the Proxy Statement), the voting results were as follows:

(a) **Proposal 1.** Each of the following nominees was elected to the Board of Directors as follows:

<b>Director</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstain</b>	<b>Broker Non-Vote</b>
Scott F. Schaeffer	12,144,161	402,575	11,188	4,165,132
William C. Dunkelberg	12,142,161	404,575	11,188	4,165,132
Robert F. McCadden	12,141,466	405,270	11,188	4,165,132
DeForest B. Soaries	12,140,661	406,075	11,188	4,165,132

(b) **Proposal 2.** The proposal to approve the selection of KPMG LLP as IRT's independent registered public accounting firm for the fiscal year ending December 31, 2014 was approved as follows:

Votes for	16,601,933
Votes against	98,577
Votes abstain	22,546
Broker non-votes	0

(c) **Proposal 3.** The proposal to approve, on an advisory basis, the compensation of the named executives, as disclosed in the Proxy Statement, was approved as follows:

Votes for	12,059,962
Votes against	56,059
Votes abstain	441,903
Broker non-votes	4,165,132

(e) **Proposal 4.** The voting results are set forth below on the proposal that the Stockholders of IRT determine, on an advisory basis, whether the preferred frequency of an advisory vote on the executive compensation of IRT's named executives as set forth in the Proxy Statement should be every year, every two years, or every three years. Based on these voting results, IRT's Board of Directors has determined that IRT will hold a vote on named executive officer compensation every three years.

1 Year	3,463,118
2 Years	82,997
3 Years	8,975,874
Votes abstain	35,934
Broker non-votes	4,165,133

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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.

*May 16, 2014*

Independence Realty Trust, Inc.

By: */s/ James J. Sebra*

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*Name: James J. Sebra*

*Title: Chief Financial Officer and Treasurer*